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THE ORIGINAL CLONE SAGA

the AMAZING SPIDER-MAN

THE ORIGINAL CLONE SAGA

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the AMAZING SPIDER-MAN

THE ORIGINAL CLONE SAGA

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SPIDER-MAN

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the AMAZING SPIDER-MAN®

TM

YOUR TIME IS UP, WALL-CRAWLER! THIS IS THE **DAY OF THE GRIZZLY!**

GET UP, MAN! GET UP.. OR HE'LL **KILL US BOTH!**

WARNING: DON'T SNEAK A PEEK AT OUR LAST-PAGE APPEARANCE OF A **SURPRISE SUPER-VILLAIN!**

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE END OF SUMMER... ALMOST. THE AIR'S A LITTLE **COOLER** NOW; THE SUN DOESN'T SHINE QUITE SO **BRIGHTLY**; AND THE EVENING ARRIVES A LITTLE **EARLIER** THAN IT DID ONLY A MONTH AGO...

SOME PEOPLE FIND THESE LAST FEW DAYS OF AUGUST **DEPRESSING**; OTHERS FIND THEM A **DELIGHT**-- BECAUSE THEY'RE THE **WINTER** PEOPLE.

AS FOR OUR WEB-SLINGING **HERO**-- WELL, WHEN YOU'RE WORRYING ABOUT AS MANY THINGS AS **HE** IS--YOU HARDLY HAVE TIME TO EVEN **NOTICE** THE SEASON--

NEVER MIND CARE.

DAY OF THE GRIZZLY!

ONE OF MARVEL'S **MIGHT-IEST**; BROUGHT TO YOU BY--

GERRY CONWAY * ROSS ANDRU
AUTHOR * ARTIST

F. GIACOIA & D. HUNT, EMBELLISHERS

ARTIE SIMEK, LETTERER
JAN BRUNNER, COLORIST

ROY THOMAS, EDITOR

POSTERITY, TAKE NOTE. THE REST OF YOU--**ONWARD!**

THREE WEEKS--AND I STILL HAVEN'T FOUND A PLACE TO LIVE.

I'M BEGINNING TO THINK I MIGHT BECOME FLASH'S ROOMMATE PERMANENTLY--

FLY EASTERN

AND THAT'S JUST TOO HEAVY A THOUGHT TO DEAL WITH!

IMAGINE--MY WORST ENEMY IN HIGH SCHOOL--AND HE'S THE ONLY GUY WHO'D PUT ME UP WHEN I LOST MY OLD APARTMENT.*

IF IT WASN'T SO FUNNY--IT'D BE IRONIC.

*IF YOU MISSED LAST ISSUE--NUTS TO YOU!--ROY.

AH, WELL--I GUESS I CAN'T COMPLAIN.

FOR A FELLA WHOSE GIRLFRIEND DIED ONLY A FEW MONTHS AGO, I'VE BEEN MAKING OUT PRETTY WELL--

--AND FRANKLY, THAT SCARES ME.

IN A WAY--I'VE BEEN WISHING FOR SOMETHING LOUSY--REALLY LOUSY--TO HAPPEN--

--BECAUSE I STILL FEEL GUILTY ABOUT GWEN'S DEATH--

--AND I'D LIKE TO PUNISH MYSELF BY GETTING INTO A THOROUGHLY IMPOSSIBLE JAM!

YEAH, THAT'S ME--MR. MASOCHISM, 1974!

IF THINGS GO BADLY, I'M UNHAPPY--AND IF THINGS GO WELL, I'M UNHAPPY--

--SO EITHER WAY, I JUST CAN'T WIN.

SO MUCH FOR SELF-PSYCHOANALYSIS.

WHO NEEDS A SHRINK, WHEN A GUY HAS HIMSELF TO TALK TO?

A GUY WHO TALKS TO HIMSELF, THAT'S WHO!

SO THIS IS THE STREET LIZ FOUND THE APARTMENT ON, HMM?

NOT BAD FOR TWELFTH STREET, I GUESS.

NO PARKING

NO STAND

AND FOR THE KIND OF RENT I'M ABLE TO PAY--

IT'S THE BEST NEIGHBORHOOD I'M LIKELY TO FIND!

THAT'S THE ONE THING WRONG WITH THIS SUPER-HERO BIZ...THERE'S NO MONEY IN IT.

TO SUPPORT MYSELF, I HAVE TO SELL PHOTO-GRAPHS TO A TIGHT-WAD LIKE J. JONAH JAMESON...

...WHICH IS SOMETHING EVEN FAUST WOULDN'T DO, EVEN ON A BAD DAY!

ANYWAY, IT'S A LIVING-- AND IT'LL PAY THE RENT ON THIS PAD LIZ TOLD ME ABOUT --JUST BARELY.

AND UNTIL I GRADUATE FROM COLLEGE IN A FEW YEARS, SELLING PHOTOS TO A NEWS-PAPER LIKE THE DAILY BUGLE IS JUST ABOUT THE BEST JOB I CAN GET!

YOU KNOW, THAT KILLS ME. HERE I AM, A GUY WHO'S JUST SAVED THIS ENTIRE CITY FROM BEING STOLEN*--

*SEE MARVEL TEAM-UP #28, NOW ON SALE. --ROY.

--AND THE BEST I CAN DO FOR AN APARTMENT IS A TENEMENT IN *CHELSEA!*

PETER, YOU'VE FALLEN ON *BAD TIMES*--

--AND WITH YOUR LUCK, THINGS WILL GET WORSE-- AND YOU'LL BE *MUGGED!*

*AS FATE WOULD HAVE IT, PETER **ISN'T** MUGGED, THIS COOL AUGUST EVENING...*

*AND THOUGH HE ISN'T EXACTLY **ENTHRALLED** BY THE SIGHTS AND SMELLS OF HIS POSSIBLE NEW NEIGHBORHOOD--*

*--HE ISN'T REALLY **REPELLED**, EITHER.*

*WHICH IS **WHY**, WHEN HE REACHES THE NEWS-STAND WHERE LIZ ALLEN IS WAITING FOR HIM, HE'S IN A MORE OR LESS **CHEERFUL** MOOD--AND NOT IN HIS USUAL **BROWN STUDY.***

HEY, HEY, LIZ--*LOOK-ING* FOR SOMEONE?

I *WAS* WAIT-ING FOR *PRINCE CHARMING,* MR. PARKER--

--BUT *YOU'LL* DO--

--TILL SOMETHING *BETTER* COMES ALONG.

GEE, YOU SURE KNOW HOW TO *FLATTER* A FELLA, MS. ALLEN.

A GUY MIGHT THINK YOU'RE NOT HAPPY TO *SEE* HIM--KNOW WHAT I MEAN?

ENOUGH ALREADY. I'M HAPPY, I'M *HAPPY.*

HERE--TAKE A LOOK AT *THIS.*

"THREE AND A HALF ROOMS-- ONE HUNDRED TEN A MONTH."

THAT'S ABOUT MY LEVEL, ALL RIGHT.

WHERE *IS* THIS PLACE, LIZ?

OVER HERE. I LOOKED UP THE ADDRESS WHILE I WAS *WAITING.*

WE MIGHT AS WELL GIVE IT A *TRY,* RIGHT?

AFTER ALL, I'VE GOT NOTHING TO--

YEAH?

WHA' DYA' WANT?

AH--ER-- THIS *APARTMENT* --YOU PUT AN *AD*--?

THE OLD LADY **GRUNTS;** THE DOOR BUZZES AND **UNLOCKS;** AND SOON, PETER AND LIZ FIND THEMSELVES ON A RICKETY **STAIRWAY...** AND **ABOVE** THEM...

C'MON, ALREADY. I HAVEN'T GOT ALL **DAY.**

WELL, IF YOU'RE **BUSY--**

NOT TOO BUSY TO SHOW YOU **AROUND,** SONNY.

THAT'S WHAT THE LANDLORD PAYS ME'N MY **HUSBAND** FOR--

--TO SHOW PEOPLE AROUND, FIX THE PIPES, MAKE SURE THERE AREN'T NO LATE **PARTIES--** YOU KNOW THE DRILL.

YOU'RE THE **SUPERIN-TENDENT?**

NOT ME, MY **HUSBAND.** I'M **MAMIE.** HE'S **BARNEY.**

WHAT DO YOU **THINK,** PETER?

WITH A LITTLE **WORK--** THIS **COULD** BE A PRETTY NICE **PLACE.**

I MIGHT AS WELL **FACE** IT, LIZ--AFTER LIVING WITH HARRY IN A PLUSH EAST SIDE PAD ALL THESE YEARS--

I'M JUST A LITTLE BIT **SPOILED.**

WHAT'S **NOT** TO BE SPOILED ABOUT?

YOU'VE GOT A COOK-IN **KITCHEN--** YOUR OWN **BATHROOM--**

--EVEN A VIEW OF THE **RIVER.**

WELL, **THAT'S** SOMETHING, ANYWAY.

WHICH **WINDOW** IS IT?

THAT ONE.

YOU HAVETA SORT OF **LEAN OUT--** BUT IF YOU LOOK **WEST,** THERE SHE **IS!**

RIGHT.

"YOU HAVETA SORT OF LEAN OUT-- AND THERE SHE IS."

SO WHAT'DYA *SAY,* SONNY?

WILL YOU *TAKE* THE PLACE? IT'S ONLY ONE TEN A *MONTH,* Y'KNOW....!

LADY, I GUESS YOU'VE GOT YOURSELF A *DEAL.*

*ON THAT NOTE, LET'S TURN TIME *FORWARD* A BIT--

--TO THREE HOURS *AFTER* OUR HERO'S MADE THE FORMAL LEASE ARRANGEMENTS--

--AS HE ARRIVES (SPIDEY-STYLE) AT THE OFFICES OF THE *DAILY BUGLE*--

--*WHERE*--

PETER! YOU'RE BACK!

YOU HAD US *WORRIED* FOR A WHILE THAT YOU'D REALLY *QUIT,* AFTER ALL!*

YOU KNOW *ME,* BETTY...

*ISSUE #136. --ROY.

A LOT OF *TALK*...AN OCCASIONAL *BLOW-UP* NOW AND THEN...BUT BASICALLY, I LOVE THIS PLACE...

AND BESIDES, I NEED THE *BREAD.*

THE SAME OLD *PETER.* I NEVER KNOW WHEN YOU'RE *KIDDING.*

HAVE YOU SEEN *MARY JANE* SINCE SHE GOT OUT OF THE *HOSPITAL?**

*FROM INJURIES SUSTAINED IN ISSUE #136. --ROY.

I SPOKE TO HER *LAST NIGHT.* SHE'S STAYING WITH HER *AUNT* FOR A FEW DAYS, UNTIL SHE'S BACK ON HER *FEET.*

SAY, NOW *THAT'S* GOOD NEWS, SON.

HI, MR. ROBERTSON. HOW'S THE *EDITING* BIZ?

HAS JONAH *FIRED* YOU YET, TODAY?

AFTER ALL-- IT'S ALMOST *PRESS* TIME.

GIVE HIM A FEW MORE *MINUTES,* PETER.

SO. HOW HAVE *YOU* BEEN DOING DURING YOUR SELF-ENFORCED *EXILE?*

NO COMPLAINTS. AS A MATTER OF FACT, I--

THROM!

WHAT ON EARTH--?

THROM! THUMP!

IT'S SOME SORT OF SMASH-ING--

--COMING FROM THE ELEVATOR BANK--!

BATHOOK

NOTHING CAN STOP ME! NOTHING!

SO LOOK OUT, NEW YORK--

THE GRIZZLY IS BACK IN TOWN!*

*NO, TRUE BELIEVER--YOU HAVEN'T **MISSED** AN ISSUE. THIS IS THE FIRST TIME WE'VE EVER **SEEN** THE GRIZZLY--BUT--WELL, LET'S EXPLAIN **LATER**, OKAY?--ROY.

HE-HE'S SOME SORT OF CRAZY **GIANT**--ALMOST **NINE FEET TALL!**

WHAT A **STORY** THIS WOULD MAKE--

THEN GO **AHEAD,** FRANK, **WRITE IT!**

ME--**I'M GETTING OUT OF HERE!**

KRUMP!

ALMOST MAGICALLY, THE CITY ROOM--FILLED WITH TWO DOZEN REPORTERS ONLY A **MOMENT** AGO--IS **EMPTIED.**

OR, RATHER, **ALMOST** EMPTIED--

SWAT!

--FOR **THREE** OF THE ROOM'S INHABITANTS ARE **BLOCKED OFF**--CORNERED BY THE APPROACHING **GRIZZLY!**

AND IF YOU'RE WONDERING WHO THEY MIGHT **BE**--

RRRR

--**WONDER NO LONGER!**

PETE, GET **OUT** OF HERE--RUN FOR **HELP**--!

I'LL TRY TO HOLD THIS CHARACTER **OFF** SOMEHOW--PROTECT **BETTY**--!

BUT--

HURRY, PETER--

IN THE NAME OF HEAVEN, HURRY!

RRRR

ROBBIE, HE'S COMING **TOWARD** ME! **HE'S GOING TO ATTACK!**

EEEEEE

WHOMP!

I'VE GOT TO **DISTRACT** HIM, SOMEHOW! GET HIS ATTENTION AWAY FROM **BETTY**--!

=UMMPH!= LOOKS LIKE I'VE **SUCCEEDED**--

--ONLY TOO WELL!

SPAK!

:UNNNHH!:

J.J. JAMESON PUBLISHER

I'LL CALL YOU BACK, DICK.

THERE'S SOME SORT OF RACKET IN MY OUTER OFFICE.

HARRUMPH. IT'S GETTING SO A MAN CAN'T MAKE A TELEPHONE CALL IN PEACE AROUND HERE.

IF IT ISN'T THAT FOOL PARKER--

--IT'S SOMEBODY ELSE WANTING A RAISE, AND BLAST IT, I'VE HAD IT UP TO--

--HERE.

RRR

SLAM

THE FOOL! HE DOESN'T REALIZE MY POWER-- MY SHEER, ANIMAL STRENGTH!

J. J. JAMESON PUBLISHER

NOTHING CAN STOP THE GRIZZLY-- NO DOOR, NO WALL--

NOTHING!

FOR THE SAKE OF OUR STORY, THAT **BETTER** BE AN EXAGGERATION--BECAUSE THERE'S **ONE** PERSON WHO'S GOING TO **TRY** TO STOP THE GRIZZLY (WHOEVER HE IS)--

--AND **THAT** PERSON'S NAME IS--**SPIDER-MAN!**

FROM THE **SOUND** OF THINGS--

--THAT **GRIZZLY** CHARACTER IS IN **JONAH'S OFFICE!**

A **NET**-- FORMING IN **MID-AIR!** I'M **SAVED**-- I'M--

OH, NO! NOT YOU!

THUMP

CRASH!

AND **THAT** MEANS I HAVE TO-- **WOW!**

IT'S **JONAH**-- **THROWN OUT THE WINDOW!**

IT'S LIKE I **SAID,** JONAH-- NEITHER OF US WILL FORGIVE ME.

FROM NOW ON, WHEN YOU PUT ME DOWN IN PUBLIC, I'LL HAVE ONLY **MYSELF** TO BLAME--

WHY, YOU-- YOU WALL-CRAWLING MENACE!

IN A WAY, I ALMOST HATE TO **DO** THIS.

FWIP! FTT!

NEITHER OF US WILL EVER **FORGIVE** ME!

--AND **YOU**-- YOU'LL HAVE TO LIVE WITH THE FACT THAT YOU OWE YOUR LIFE TO THE GUY YOU HATE **MOST**-- **ME.**

IT'S A PLOT!

A CONSPIRACY! YOU'RE IN CAHOOTS WITH THAT MADMAN UP THERE!

THAT'S NICE TO *KNOW,* JONAH.

MAYBE THEN FUZZY-WUZZY HERE WILL COME ALONG *QUIETLY*--HMMM?

RRRR

SOMEHOW I DIDN'T *THINK* SO

I GUESS THAT JUST LEAVES ME-- *THIS!*

POW!

AND THIS--!

HUH? THAT PUNCH WOULD'VE KNOCKED OVER THE *RHINO!* BUT YOU--YOU'RE STILL *STANDING!*

MAYBE NOW YOU GET THE *IDEA,* PUNK. I USED TO BE *NUMBER ONE* IN THIS TOWN, UNTIL JAMESON *DESTROYED* ME.

NOW I'M NUMBER ONE *AGAIN,* THANKS TO A *FRIEND* OF MINE--

--AND THERE AIN'T A THING YOU CAN DO TO *HURT* ME.

I'M BEGINNING TO *BELIEVE* IT! AND IT ISN'T *POSSIBLE!* IT *ISN'T!*

PUNK, YOU DON'T KNOW WHAT YOU'RE *TALKING* ABOUT.

SWAM!

HEY! YOU HURT ME, YA LITTLE *CREEP!* I'LL TEAR YOU *APART* FOR THAT, Y'HEAR?

MISTER, I WOULDN'T *BET* ON IT!

SPOOM!

I'LL SHRED YOU UP LIKE LITTLE SCRAPS OF *TISSUE*--

--AND I'VE GOT THE CLAWS TO *DO* IT WITH, *TOO!*

IF YOU GET THE CHANCE TO *CONNECT* WITH THEM, BIG BEAR--

--BUT I'M NOT GOING TO *GIVE* YOU THAT CHANCE--

BUNT!

--NOT BY A *LONG SHOT!*

BLAST IT, HOLD STILL!

THIS AINT FAIR--YOU'RE NOT LETTING ME USE MY POWERS!

WHAT DO YOU THINK THIS IS, HANDSOME?

A BOXING MATCH--WITH RULES AND A REFEREE?

DON'T SAY THAT!

I'M BETTER THAN ANY BUM IN THE RING, YOU HEAR?

I'M THE GRIZZLY--AND THE GRIZZLY IS THE TOUGHEST OF THEM ALL!

SPONG!

FOR SEVERAL SECONDS, THERE'S AN UNHEALTHY SILENCE IN THE SHATTERED ROOM; AND THEN...

HA! I KNEW IT--! THE FAMOUS SPIDER-MAN--

NOTHING BUT A WEAKLING PUNK!

A GUY LIKE HIM WOULDN'T HAVE LAST ONE ROUND IN THE OLD GARDEN.

HE'S NOT WORTH TEARIN' APART.

MY JOB HERE IS DONE.

BUT, IF THE GRIZZLY HAD CHANCED TO GLANCE OVER ONE OF HIS MASSIVE SHOULDERS AT THAT MOMENT--

I DID IT!

THE GRIZZLY DOESN'T REALIZE IT--BUT I WAS ONLY FAKING UNCONSCIOUSNESS.

I COULDN'T AFFORD A LONG BOUT WITH HIM--

--NOT WITH CUTIE-PIE HANGING OUT HERE ON WEB-BING THAT'LL DISSOLVE IN ANOTHER FEW MINUTES.

YOU!

GET ME DOWN FROM HERE, YOU COSTUMED CRIMINAL!

I SWEAR I'LL SEE YOU IN JAIL FOR THIS FOR THIRTY YEARS!

MY, SUCH A TEMPER!

WERE YOU ALWAYS SO MUCH FUN--OR DID YOU TAKE LESSONS?

AS USUAL, J. JONAH JAMESON'S ANSWER IS UNPRINTABLE; SO, LET'S JUST JUMP AHEAD TEN SECONDS TO THIS SCENE--AS BETTY BRANT AND JOE ROBERT-SON SLOWLY REGAIN THEIR SENSES, TO FIND--

SPIDER-MAN!

BUT--WHAT HAPPENED TO THAT GIANT--

AND PETER--WHERE'S PETER?

I SENT HIM FOR HELP--YOU DON'T SUPPOSE THAT GRIZZLY CHARACTER--?

DON'T WORRY ABOUT PARKER, FOLKS. HE CAN TAKE CARE OF HIMSELF.

JAMESON'S THE GUY WHO NEEDS A BABY-SITTER.

'CAUSE, FRANKLY --I'VE GOT BETTER THINGS TO DO.

ACROSS THE CITY, CHURCH BELLS CHIME A MIDNIGHT TOLL... TWELVE BONGS OF THE BIG CLOCK, MARKING THE OFFICIAL END OF ONE DAY AND THE BEGINNING OF ANOTHER.

FOR SPIDER-MAN, THOUGH, THE DAY'S STILL DRIVING ON...

...AS HE FOLLOWS THE RELENTLESS PULSE OF THE SPIDER-TRACER HE PLANTED ON THE ESCAPING GRIZZLY'S BACK...

...AND WONDERS WHERE IT WILL LEAD HIM...

...AND TO WHAT.

THERE MUST BE SOMETHING TO THAT OLD SAYING--"IDLE MINDS ARE THE DEVIL'S PLAYGROUND"!

SINCE ALL THIS ACTIVITY STARTED THIS EVENING, I HAVEN'T HAD TIME TO THINK--

--AND CONSIDERING THE KIND OF THOUGHTS I'VE BEEN HAVING LATELY, THAT'S A BLESSING.

MAYBE THAT'S THE REASON I BECAME SPIDER-MAN... AND WHY I'VE REMAINED SPIDER-MAN ALL THESE YEARS.

IT'S A WAY TO GET INVOLVED IN PROBLEMS THAT AREN'T MY OWN--

--AND IT'S ALWAYS EASIER TO SOLVE A MYSTERY--THAN TO UNDERSTAND YOUR OWN HEART.

YEAH. WELL. I DON'T KNOW...

SOME-TIMES MYSTERIES AREN'T EASY TO SOLVE EITHER.

TAKE *THIS* MYSTERY, F'RINSTANCE. JUDGING FROM THE WAY THE GRIZZLY SPOKE, AND THE THINGS HE SAID-- HE'S PROBABLY AN *EX-BOXER*, OR SOMETHING.

AND *THAT* RAISES THE QUESTION--WHAT IS HE DOING HERE, IN PLUSH OLD *WASHINGTON SQUARE?*

I WON'T GET THE ANSWER AS *SPIDEY*--BUT MAYBE AS *PETER PARKER*, I CAN FLUSH OUT A FEW SECRETS--

--IF I'M JUST *CAREFUL*, AND--*HUH?*

MY *SPIDER-SENSE*... IT'S WARNING ME THAT SOMETHING'S *WRONG*...

BUZZZ

THE GRIZZLY ISN'T THE *ONLY* STRANGE GUY IN HERE--BUT WHO'S THE *OTHER* ONE--AND WHY--

OH! AH--*PARDON* ME, COULD I USE YOUR *TELEPHONE?*

I'M FROM *OUT OF TOWN*, AND--

CERTAINLY.

WON'T YOU COME *IN?*

NOW I *KNOW* SOMETHING'S WRONG. NOBODY LETS A STRANGER INTO THEIR APARTMENT IN *MANHATTAN.*

THIS HAS GOT TO BE A *TRA--*

:URRRKKK!:

POW!

THUD!

COME

CONSCIOUSNESS COMES BACK **SLOWLY**, FADING IN LIKE THE PICTURE ON A **TELEVISION TUBE**; SOUND FIRST, THEN LIGHT AND COLOR **AFTERWARDS**.

AND WHEN THE PICTURE HAS COMPLETELY **ASSEMBLED** ITSELF...

...**PETER** DISCOVERS HE'S VIEWING A **NIGHTMARE!**

THIS IS **MAGNIFICENT**, GRIZZLY--UTTERLY **SUPERB!** DON'T YOU SEE? WE'VE MANAGED TO LURE **PETER PARKER** HERE--

--AND WHEREVER PETER PARKER IS--**SPIDER-MAN CAN'T BE FAR BEHIND!**

THOUGH HE'S NEVER **SEEN** THIS STRANGE, OLIVE-GARBED GROTESQUE BEFORE, PETER **HAS** HEARD HIS VOICE--AND WHAT HIS **EARS** DON'T TELL HIM, HIS SPIDER-SENSE **DOES!**

IT'S THE **JACKAL!** AND FROM THE WAY HE'S **TALKING**--

MY PROBLEMS HAVE JUST **BEGUN!**

YOU GUESSED THAT, DID YOU, PETER? IF YOU THINK YOUR LIFE IS A BIT COMPLEX **NOW**, WAIT UNTIL YOU SEE WHAT'S IN STORE FOR YOU **NEXT ISSUE**, WHEN...

the JACKAL STRIKES BACK!"

REMEMBER, GANG--WE **WARNED** YOU: IT'S GONNA BE A **BLOCKBUSTER!**

SPIDER-MAN

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the AMAZING SPIDER-MAN®

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SPIDEY... THE JACKAL... THE GRIZZLY... IN A BATTLE TO THE DEATH!

"...AND ONE MUST FALL!"

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

DEPARTMENT OF REDUNDANCY DEPARTMENT: *IF YOU READ OUR LAST ISSUE, THEN YOU ALREADY* ***KNOW*** *HOW THE MAN-MONSTER CALLED THE* ***GRIZZLY*** *ATTACKED J. JONAH JAMESON AT THE DAILY BUGLE; HOW SPIDEY FOUGHT THE GRIZZLY, THEN* ***TRACKED*** *HIM TO A WASHINGTON SQUARE TOWNHOUSE; AND HOW* ***PETER PARKER,*** *OUR INTREPID HERO, WAS CAPTURED BY SAID GRIZZLY--AND THE GREEN-GARBED MYSTERY MAN,* ***THE JACKAL.*** *SO WHAT ARE YOU READING* ***THIS*** *FOR?*

"...AND ONE WILL FALL!"

GERRY CONWAY
AUTHOR
—o—
ROSS ANDRU
ARTIST
—o—
F. GIACOIA & D. HUNT
INKERS

LETTERED BY:
ARTIE SIMEK
—o—
COLORED BY:
P. GOLDBERG
—o—
ROY THOMAS
EDITOR

YOU'RE *SURE* THIS PUNK CAN LEAD US TO THAT CREEP, *SPIDER-MAN,* JACKAL?

HAVEN'T I *TOLD* YOU? WHEREVER PETER PARKER GOES--

--SPIDER-MAN IS NOT FAR *BEHIND!*

HOW ELSE DOES PARKER MANAGE THOSE *NEWS PHOTOS?*

I GET YA. THE KID AN' SPIDER-MAN ARE *PALS,* HUH?

DON'T *BET* ON IT, UGLY.

I WOULDN'T KNOW, SPIDEY IF HE *WALKED UP* AND-- *HUH?*

I SEE MY LITTLE LAB *IMPRESSES* YOU, PARKER.

IT'S QUITE *COMPLETE*-- AND TOTALLY *PORTABLE.*

I USE IT FOR CERTAIN NECESSARY *IMPROVISA-TIONS--*

--SUCH AS THE ONE WE'RE ABOUT TO PERFORM ON *YOU!*

KNOCK HIM *OUT,* GRIZZLY.

IT'LL BE SIMPLER IF HE'S *UNCON-SCIOUS--*

HE'S *OUT,* JACKAL. WHERE D'YA *WANT* HIM?

ON THE *TABLE,* MY NEANDERTHALIC COMRADE.

WHAT WE HAVE TO DO, WE MUST DO *QUICKLY.*

AND THEN-- *PETER PARKER WILL BE OURS TO CONTROL, FOREVER!*

--WHEN WE PERFORM--

--*THE OPERATION!*

HEY, *WAIT!* YOU DON'T KNOW WHAT YOU'RE--

UNNNNNHH!

SPEAKING OF PETER PARKER...

LET'S TAKE A LOOK INSIDE HIS UNCONSCIOUS MIND--

--WHERE HE REMEMBERS HOW THE NIGHTMARE **BEGAN:**

HE'D SPENT THE EARLY PART OF THE EVENING **APARTMENT-HUNTING** WITH LIZ ALLEN. THEY'D **FOUND** A PLACE ON THE LOWER WEST SIDE--

--AND HE'D GONE UP TO THE **DAILY BUGLE** TO TELL HIS FRIENDS--

WHAM!

--ONLY TO FIND HIMSELF IN THE MIDDLE OF A BATTLE WITH A MAN-BEAR **NINE FEET TALL!**

HE'D LET HIMSELF BE **BEATEN,** BECAUSE HE HAD TO MAKE SURE NO ONE **ELSE** WAS HURT--

--AND THEN HE'D **FOLLOWED** THE GRIZZLY DOWNTOWN, TO THIS TOWNHOUSE OFF WASHINGTON SQUARE--

--WHICH WAS WHEN HIS TROUBLES **REALLY** STARTED, WITH A SWIFT, SHARP BLOW TO HIS **HEAD!**

FOR A TIME, ALL HE **HAS** IS MEMORY; THEN THE DARKNESS BEGINS TO **CLEAR**...

...**FACES** FORM...

...AND THEY'RE THE FACES...OF **FRIENDS.**

WHAT DO YOU **SAY,** PETE? FEELING **BETTER?**

CAN'T YOU SEE HE'S STILL **GROGGY,** NED?

TAKE YOUR **TIME,** PETER...

...NOBODY WANTS TO **RUSH** YOU.

YOU GAVE NED AND I QUITE A **SHOCK**--WHEN WE CAME IN A FEW MINUTES AGO, AND FOUND YOU **LYING** HERE UNCONSCIOUS!

BETTY WANTED TO CALL A **DOCTOR**--

BUT IT LOOKED TO ME LIKE YOU'D ONLY BEEN **STUNNED.**

WHERE--WHERE **AM** I?

THE LOBBY OF THE **BUGLE** BUILDING, PETE.

DON'T YOU REMEMBER HOW YOU **GOT** HERE?

AS A MATTER OF FACT, MR. LEEDS... I **DON'T!**

IT'S ALL A **BLANK...!** THERE WAS SPIDER-MAN'S FIGHT WITH THE **GRIZZLY**--THEN SOMETHING **HIT** ME--!

WE **WONDERED** WHAT HAPPENED TO YOU, PETER!

YOU DIS-APPEARED --WE WERE AFRAID YOU'D BEEN **HURT**-- AND--

Coffee Shop

--AND, AS **USUAL,** BETTY WAS READY TO FLY INTO **HYSTERICS.**

WELL, GIVE YOURSELF A CHANCE TO THINK IT **THROUGH** OVER A CUP OF **COFFEE,** PETE.

SOMETHING WILL COME BACK TO YOU.

THINGS ALWAYS **DO.**

I **ALREADY** REMEMBER WHAT HAPPENED--OR **MOST** OF IT-- BUT I CAN'T TELL NED OR BETTY THAT.

IF THEY EVEN SO MUCH AS **GUESS**--

WAIT! MY ARM-- SOMETHING'S WRONG WITH MY **ARM!**

LISTEN, EXCUSE ME A MOMENT, OKAY?

I'LL BE RIGHT BACK.

I HOPE!

SOMETHING'S WRONG, NED. I CAN TELL--

--PETER'S ACTING SO ODDLY!

YOU'VE GOT TO STOP WORRYING ALL THE TIME, BETTY.

PETER ISN'T A CHILD, YOU KNOW.

"HE CAN TAKE CARE OF HIMSELF!"

"SLAM!"

MEN

CLICK!

OH, YEAH?

IT'S TRUE! THE JACKAL PUT SOME SORT OF HARNESS ON MY ARM!

I'VE GOT TO GET IT OFF SOMEHOW, BEFORE--

DON'T ACT TOO HASTILY, MY TEENAGE TOOL! IF YOU TAMPER WITH THIS DEVICE--

--IF YOU TRY TO FORCE IT OPEN, UNLOCK IT, OR JIMMY IT IN ANY WAY AT ALL--

--THE HARNESS WILL VIBRATE ITSELF TO POWDER INSTANTLY--

--DESTROYING BOTH ITSELF --AND YOUR ARM!

IT'S DESIGNED TO ACT AS A HOMING DEVICE--SO THAT I CAN TRACE YOU WHEREVER YOU GO--

--AND THROUGH YOU, LEARN THE IDENTITY OF THAT ACCURSED COSTUMED CRIME-FIGHTER-- SPIDER-MAN!

THE JACKAL DOESN'T REALIZE-- I'M SPIDER-MAN!

AND WITH THIS ON MY ARM--I'M HELPLESS! HELPLESS!

PRETTY GRIM, EH? WE THINK SO, **TOO**; SO LET'S TAKE ADVANTAGE OF THE MAGIC OF STORY-TELLING TO **JUMP AHEAD** A FEW HOURS, AND PICK UP OUR HERO AS HE ARRIVES AT HIS NEW **APARTMENT**... AND UNCEREMONI-OUSLY, **MOVES IN**...

I'LL GIVE YOU **THIS**, PARKER. YOU CERTAINLY DON'T GO IN FOR ANYTHING **PRETENTIOUS.**

DON'T YOU HAVE ANY FURNITURE HERE **AT ALL?**

I JUST **FOUND** THE PLACE YESTERDAY, FLASH.

AND AT THE SALARY JONAH JAMESON PAYS ME-- IT'S THE BEST I COULD **DO.**

WELL, **I** THINK THE PLACE IS DOWNRIGHT **HOMEY.**

AS THE MAN SAYS--IT AINT MUCH, BUT IT'S ALL WE **GOT.**

BY THE WAY-- MIND IF I COME **IN?**

DO IT. I GUESS WE'RE **NEIGH-BORS,** RIGHT?

WHAT DO YOU **THINK,** PARKER? THAT SHE'S THE **AVON LADY?**

SAY...THAT'S A PRETTY FINE **CAMERA** YOU'VE GOT THERE.

PROFESSION-ALLY. I'M A PHOTOGRAPHER FOR THE **BUGLE.**

YOU USE IT **PROFESSIONALLY?** OR IS IT JUST FOR **SHOW?**

OUT-OF-SITE! YOU'RE A PHOTOGRAPHER, AND I'M A **MODEL.** FATE HAS THROWN US **TOGETHER,** BABY.

MY NAME'S **GLORIA GRANT.**

YOU CAN CALL ME **GLORY.**

AND IN CASE YOU'RE **WONDERING** --I LIVE DOWN THE **HALL.**

GLORY, HUH? I'M **PETER PARKER--**

AND THIS REPROBATE BESIDE ME IS **FLASH THOMPSON,** A FRIEND OF MINE.

WE'RE **ALL** FRIENDS, PETER.

DROP IN AND WE'LL HAVE SOME **TEA** SOME-TIME, OKAY?

OKAY.

I TAKE IT **BACK,** PARKER.

THIS IS THE **GREATEST** APARTMENT I'VE EVER **SEEN.**

ALL I'VE GOT IN *MY* BUILDING ARE NICE OLD LADIES ON *SOCIAL SECURITY.* BUT *YOU*--

AH, IT MAKES ME *SICK.*

YOU WANT A LIFT UP TO THE *CAMPUS?*

THANKS, BUT *NO* THANKS, FLASH.

I'LL BE GOING UP BY MYSELF, *LATER.* RIGHT NOW--

--I'VE GOT SOME HEAVY *THINKING* TO DO.

SURE. CATCH YOU *LATER.*

LATER, FOR PETER PARKER, IS ALMOST MIDNIGHT.

AFTER A DAY SPENT IN FRUITLESS SOUL-SEARCHING, HE'S FINALLY COME TO A DECISION--

--AND, TO IMPLEMENT IT, HE'S HAD TO COME HERE--TO HIS COLLEGE CHEMISTRY LAB--

--WHERE HE'S ABOUT TO HAVE A RUN IN, HEAD ON, WITH DESTINY.

I DON'T REALLY HAVE A *CHOICE.* THE GRIZZLY IS TOO *DANGER-OUS* TO LEAVE ALONE.

AND THE *JACKAL*-- HE'S POSITIVELY *PSYCHOTIC.*

I *MUST* TAKE THE CHANCE...

...AND PRAY THAT THE JACKAL WAS ONLY *BLUFFING.*

HANDS TREMBLING, PETER PREPARES THE CHEM LAB'S SPECIAL ACETYLINE TORCH.

HE ADJUSTS THE FLAME TO A BLUE-WHITE INTENSITY--

--AND TAKES A LONG, DEEP BREATH, WISHING THERE WERE SOME WAY HE COULD AVOID THIS MOMENT, AS HE'S WANTED TO AVOID SO MANY MOMENTS IN THE PAST--AND KNOWING, EVEN AS HE MAKES THE WISH--

--THERE'S NO WAY HE CAN AVOID IT!

THERE NEVER IS.

SNIK

SPANG!

WHEW!

A SHORT WHILE **LATER**, SOMETHING SHINY AND **CYLINDRICAL** JOINS THE REFUSE CLUTTERING THE **HUDSON RIVER**...

...AND OUR FAVORITE WEB-SLINGING **SPIDER-MAN** HEAVES A LONG PENT-UP SIGH OF **RELIEF!**

E. BROZYNA

MAN, DOES IT FEEL **GOOD** TO BE BACK IN **ACTION!**

IF I **NEVER** GO THROUGH A DAY LIKE THAT AGAIN-- **IT'LL BE TOO SOON!**

DAILY BUGLE

WELL, WELL. BY THE LOOK OF THOSE *LIGHTED WINDOWS*--JONAH MUST STILL BE HANGING AROUND THE *DAILY BUGLE.*

AND THAT SUITS ME *FINE.*

I'VE GOT A FEW *QUESTIONS* FOR THE BUGLE'S CHEERY PUBLISHER--

--AND THE WAY *I* SEE IT, THERE'S NO TIME LIKE THE PRESENT TO *ASK* THEM--

AW, ISN'T THAT *CUTE?*

J. JONAH JAMESON GETTING HIS *BEAUTY SLEEP--*

--IT'S ENOUGH TO TURN A GROWN MAN'S *STOMACH!*

EEYOW!

SPIDER-MAN! WHAT DO YOU *WANT,* YOU MISERABLE *MISCREANT?*

IF YOU'RE PLANNING TO *ROB* ME, *FORGET IT--* I NEVER CARRY *CASH!*

TAKE IT *EASY,* J. J. J.

HERE-- HAVE A *CIGAR.*

...A LIGHT...

THERE WE GO. ALL *COMFY?* GOOD.

NOW TELL ME WHAT YOU KNOW ABOUT THE *GRIZZLY* --BEFORE I PASTE YOU ONE ACROSS THAT DARLING *NOSE!*

LISTEN, YOU--

AS JACK WEBB USED TO SAY, "JUST THE *FACTS,* MISTER."

IF IT'LL GET YOU **OUT** OF HERE, YOU CAN **HAVE** THE FACTS, YOU COSTUMED **CREEP.**

I FIRST HEARD OF THE GRIZZLY **ELEVEN YEARS** AGO--WHEN HE WAS STILL A **PROFESSIONAL WRESTLER.**

"I WAS **SHOCKED** BY THE KIND OF **VIOLENCE** THE MAN USED...HE WAS BRUTAL, CRUEL...FIERCER THAN ANY OTHER MAN IN THE **RING.**

"AS FAR AS **I** WAS CONCERNED, THE GRIZZLY WAS A **MENACE**--JUST AS **YOU** ARE. I PRINTED A SERIES OF EDITORIALS IN THE BUGLE DEMANDING THAT THE WRESTLING COMMISSION **INVESTIGATE...**

DAILY BUGLE

The DAILY BUGLE

THE GRIZZLY: MENACE OR THREAT?

"THEY DID...

"BY THE TIME THE HEARINGS WERE OVER, THE GRIZZLY WAS **FINISHED.** THE COMMISSION REVOKED HIS LICENSE, AND J. JONAH JAMESON HAD WON ANOTHER VICTORY OVER THE FORCES OF **LAWLESSNESS** AND **IMMORALITY...**

"OF COURSE, THE GRIZZLY--A BUFFOON NAMED **MAXWELL MARKHAM**--DIDN'T QUITE **SEE** IT THAT WAY...

YOU DIDN'T HAVE TO **DO** THAT.

IT WASN'T YOUR **BUSINESS,** JAMESON--

BOY, MY BUSINESS IS SELLING **NEWSPAPERS.**

IF A **CRUSADE** WILL SELL A NEWSPAPER--

--THEN J. JONAH JAMESON WILL HAVE A **CRUSADE.**

"I EXPLAINED IT WAS A MATTER OF HIGH MORAL **PRINCIPLE--**"

--BUT A MAN OF HIS CALIBER COULDN'T *UNDERSTAND* THAT --ANYMORE THAN I SUPPOSE *YOU* CAN.

THAT'S WHY THE GRIZZLY'S *AFTER* ME, SPIDER-MAN, BECAUSE--

--BECAUSE YOU RUINED HIS *CAREER*, J. J. J.

WHY DON'T WE CALL A SPADE A *SPADE*?

LISTEN, PUNK, DON'T YOU GET FRIVOLOUS WITH *ME*. I--

HEY--!

CRU

MP!

THAT'S WHAT THE GRIZZLY'S GOING TO *DO* TO YOU, J. J. J.

AND AFTER WHAT YOU *TOLD* ME--

--I'M TEMPTED TO *LET* HIM!

YOU CAN'T *TALK* TO ME LIKE THAT, YOU-YOU-*YOU*--!

WHOOSH!

MY SHOE.

WHY DID I THROW MY *SHOE*?

THAT'S A FIFTY-DOLLAR PAIR OF SHOES!

I'LL *GET* YOU FOR THAT, SPIDER-MAN! I'LL--

ENOUGH, ALREADY. WE'LL LEAVE JONAH TO HIS TIRADE AND FOLLOW OUR WEB-SLINGER *DOWNTOWN*, TO A BLOCK OF NINETEENTH CENTURY *TOWHOUSES*, WHERE...

THAT'S THE JACKAL'S *HIDEOUT*-- OR *WAS*, AT ANY RATE--!

BY NOW HE'S PROBABLY *LONG GONE*-- BUT EVEN *SO*--

I WONDER WHOSE TOWN-HOUSE THIS *IS*, ANYWAY? ACCORDING TO WHAT THE *JACKAL* SAID ABOUT HIS LAB BEING "*PORTABLE*", I GATHER THIS PLACE ISN'T *HIS*.

MAYBE I CAN TRACK HIM DOWN BY FIND-ING OUT WHO *OWNS* THIS BUILDING.

--THERE'S NO POINT IN TAKING *CHANCES*.

I'LL JUST SNEAK AROUND QUIETLY ON THE *CEILING* HERE, LIKE A SPIDER *SHOULD*...

IT'S A *LONG* SHOT--BUT IT'S WORTH A *TRY*.

SPEAKING OF LONG SHOTS--

NO SIGN OF HIM *OR* THE GRIZZLY.

I GUESS THEY *HAVE* FLOWN THE COOP, AFTER ALL...

--IT'S TIME I TRIED THAT *LAB*.

THERE MIGHT BE A *CLUE* OF SOME SORT THAT I--

SO MUCH FOR *THAT* IDEA.

THERE'S NOTHING HERE BUT *FOOTPRINTS IN THE DUST.*

OKAY, BRIGHT BOY... WHAT *NOW?*

I'VE RUN THROUGH JUST ABOUT ALL MY *LEADS--*

--WAITA-MINNIT!

CUT TO:

I *HAVEN'T* RUN THROUGH ALL MY LEADS-- I'VE STILL GOT *ONE LEFT.*

MILLER'S HI LIFE BEER

ED'S GYM

JONAH SAID THE GRIZZLY USED TO BE A WRESTLER NAMED *MAXWELL MARKHAM...*

ALL I HAVE TO DO IS FIND AN *OPEN GYM,* AND-- *THERE!*

THWAK!

THWAK!

HUH? WHA'SAT, *WHA'IZZIT?*

SOMEBODY AT THE *WINDOW--?* LISSEN, THIS SOME KINDA *GAG* OR--?

DON'T GET *FRIGHTENED,* FRIEND. I'M NOT GOING TO *HURT* YOU.

I ONLY WANT A LITTLE *INFORMATION*--ABOUT A GUY NAMED MAXWELL MARKHAM.

MAXIE? CRIPES, I AINT SEEN THAT JOE IN *YEARS.*

HE USED TA WORK OUT OVER AT *HALBERSTAM'S GYM* ON WEST THIRTY-FOURTH.

SAY--AREN'T *YOU--?*

YOU *GOT* IT, MISTER.

I'M YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

SPIDER-MAN?

CRIPES! I THOUGHT YOU WUZ THE *MASKED MARVEL!*

TERRIFIC.

IN HALBERSTAM'S GYM ON WEST THIRTY-FOURTH STREET, A WHILE LATER...

HUH? WHAT THE HECK IS THAT?

LOOKS LIKE SOME KINDA JERK IN A COSTUME--HEY! IT'S CRAZY MAX!

THAT DOOR YOU BROKE'S GONNA COST YOU, MAX. I--

SHUT UP!

I AINT "CRAZY MAX" ANYMORE, YOU CREEPS--!

I'M THE GRIZZLY--

WONK!

BASH!

--AND I'VE GOT A DEBT TO PAY

WHEN THE COMMISSION HAD HEARINGS ON ME TEN YEARS AGO--YOU GUYS COULD'VE SAVED MY HIDE WITH A LITTLE LYIN'.

YOU DIDN'T--AND YOU'VE LAUGHED AT ME EVER SINCE!

WELL, BUSTER-- THEY SURE AREN'T LAUGHING NOW!

SPIDER-MAN, HUH? I'M GLAD TO SEE YOU, PUNK.

IT'S TIME WE FINISHED WHAT WE STARTED*... ONCE AND FOR ALL!

*LAST ISH. --ROY.

I'M ALL FOR IT, CHUCKLES--

RRRR

BUT ARE YOU SURE YOU HAVEN'T BITTEN OFF MORE THAN YOU CAN CHEW?

RRIP!

MY OUTFIT! THE JACKAL BUILT IT FOR ME REAL SPECIAL--

--AND YOU'RE TEARIN' IT APART!

SKRASH!

THAT'S THE IDEA, GRIZZLY. WHEN JAMESON TOLD ME YOU WERE ONLY A WRESTLER ONCE--

--I KNEW IMMEDIATELY THAT YOU HAD TO HAVE SOME SORT OF POWER-BOOSTING EXO-SKELETON UNDER THAT COSTUME--!

OTHERWISE, YOU COULDN'T HAVE THROWN ME AS YOU DID--

RRASH!

--AND THAT MEANS, FRIEND--

--THIS OUTFIT OF YOURS--

FWIT

RIP!

--IS COMING--

--OFF!

TEAR

FWIT!

WHO CARES ABOUT A CRUMMY COSTUME? I CAN BEAT YOU BARE-HANDED!

I'M THE GRIZZLY..

SORRY, PAL. YOU'RE NOT EVEN THAT ANYMORE.

CLATTER

"YOU'RE JUST A FLABBY HAS-BEEN...

"...WHO'S BORNE A GRUDGE SO LONG..."

...HE DOESN'T KNOW THE REAL WORLD FROM THE FALSE!

I'M THE GRIZZLY, BLAST IT--!

NO, YOU'RE NOT!

WHAK!

FWITT

YOU'RE JUST A SHLUMP NAMED MAX MARKHAM--

FFT!

--YOU'VE HAD YOURSELF A LITTLE FLING--

--BUT AS OF RIGHT NOW, BUDDY--THE PARTY'S OVER.

IT'S TIME SOMEBODY TOOK YOU HOME.

ONE QUICK DIALING LATER...

RIGHT. ON THE CORNER OF THIRTY-FOURTH AND TENTH AVENUE.

HE'LL BE WAITING FOR YOU, OFFICER. I'M SURE JONAH JAMESON WILL BE WILLING TO PRESS CHARGES...

...BUT IF YOU ASK ME, HE NEEDS A HOSPITAL, NOT A PRISON.

JAMESON! IF IT HADN'T BEEN FOR HIM, I COULD'A BEEN SOMEBODY --I COULD'A BEEN THE CHAMP--!

MAKE THAT "CHUMP", NOT CHAMP, MAX. YOU WERE JAMESON'S CHUMP TEN YEARS AGO--

--NOW YOU'VE BEEN THE JACKAL'S.

BUT DON'T WORRY-- SOMEDAY, I'LL GET THE JACKAL TOO.

AND THAT, MY FAT FRIEND --IS A PROMISE FROM SPIDER-MAN!

NEXT ISSUE:

THE SPIDER-MOBILE! AN OLD VILLAIN! PETER ON CAMPUS! A SECRET REVEALED! ALL YOURS IN...

MY NAME IS...MYSTERIO!

ANOTHER MONUMENT FROM THE MARVEL MASTERPIECE-MAKERS!

SPIDER MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

TM

ROMITA

ADMIT IT, WEB-HEAD--YOU'RE FINISHED!

EVEN YOU CAN'T SURVIVE AN ATTACK BY ALL OF US!

MYSTERIO IS BACK... AND THIS TIME HE'S NOT ALONE!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE MAN'S NAME APPEARS TO BE... MYSTERIO!

BBREEEEEEE

POLICE SIRENS!

TERRIFIC. IT'S GETTING SO A FELLA CAN'T EVEN DRIVE HIS SPIDER-MOBILE IN PEACE ANY-MORE IN THIS TOWN.

I'VE GOT HALF A MIND TO PACK IT ALL IN AND MOVE TO NEW JERSEY!

GERRY CONWAY
AUTHOR

ROSS ANDRU
ARTIST

F. GIACOIA & DAVE HUNT
INKERS

ARTIE SIMEK
LETTERER

PETRA G.
COLORIST

ROY THOMAS
EDITOR

SPIDEY

IF YOU THINK THIS IS AN OFF-BEAT WAY TO OPEN A SPIDEY-TALE--WAIT'LL YOU SEE THE REST OF OUR STORY! ONWARD!

WE'VE GOT HIM **NOW,** SARGE. THAT WEB-SLINGING MENACE MADE A REAL **MISTAKE** WHEN HE CAME DOWN TO THE **GROUND.**

HE MAY BE TOUGH STUFF SWINGING AROUND **SKYSCRAPERS--**

--BUT HERE ON **MOTHER EARTH--**

--HE'S JUST ANOTHER BAD NEW YORK **DRIVER!**

POLICE

571B

THEY'RE **RIGHT--** I SHOULD NEVER HAVE DRAGGED THIS MONSTROSITY OUT OF **RETIREMENT.**

I THOUGHT IT MIGHT PROVE **USEFUL** SOMEHOW--HELP ME GET AROUND THE BOROUGHS, TRACKING DOWN THE **JACKAL*--**

*WHO'S BEEN **HASSLING** OUR HERO THESE PAST FEW MONTHS.--ROY.

--BUT BOY, WAS I **WRONG!**

WHY I EVER LET MYSELF GET TALKED INTO **BUILD-ING** THIS CRAZY THING-- NEVER MIND **USING** IT--I'LL NEVER **KNOW!**

SPIDEY

AH, BUT THOSE OF US WHO'VE READ **SPIDER-MAN** #126...**WE** KNOW.

THE **REST** OF YOU --YOU'LL JUST HAVE TO BLISS ALONG **IGNORANTLY.**

OH, **NO!**

ANOTHER POLICE CAR **AHEAD** OF ME! I'M **BOXED IN!**

DESPERATELY, OUR HERO CASTS ABOUT FOR A WAY **OUT--**

--AND **BECAUSE** HE'S DESPERATE, HE **SEES** A WAY--

--AND PREPARES TO **TAKE IT!**

"THIS IS GOING TO GET ME **KILLED,"** HE TELLS HIM-SELF. SIGHING, HE GRITS HIS TEETH--

--SHIFTS HIS GEAR--

KRASH!

POLICE

--AND GOES!

BOOM

HEY, I DID IT!

AFTER A STUNT LIKE THAT, I FEEL JUST LIKE STEVE MCQUEEN!

POLICE

BREEEEEE

WATCH MY SMOKE, GENTLEMEN.

AFTER TONIGHT, YOU'RE GOING TO BE SEEING A LOT OF IT!

FIRE DEPART

WHO NEEDS A WEB-- WHEN I'VE GOT A SPIDER-MOBILE?

FUNNY... THEY'RE NOT FOLLOWING ME.

MAYBE ONE OF THEM'S SNEAKING AROUND TO BLOCK THE OTHER END OF THIS ALLEY--?

NAW! THEY'D NEVER TRY THE SAME STUNT TWICE.

WAIT A MINUTE--!

DID I SAY--

--ALLEY?

KRUNCH!

YEEEOW!

SPLA

SH

I DON'T BELIEVE I *DID* THAT.

THERE WAS AN *ALLEY* HERE-- I COULD HAVE *SWORN* IT.

AT LEAST--I *THINK* THERE WAS AN ALLEY...

BUT HOW DO YOU MAKE AN ALLEY *DISAPPEAR?* FACE IT, SPIDEY... IT WASN'T THERE IN THE *FIRST* PLACE!

AND *THAT* MEANS YOU'RE--

UH-OH-- *FOOTSTEPS.*

I DON'T BELIEVE HE *DID* THAT.

HE WENT RIGHT OFF THE END OF THIS *PIER--*

--DOING *NINETY,* AT LEAST!

WHAT'S *YOUR* WORRY, CARTWRIGHT? ME, I SAY "*GOOD RIDDANCE.*"

IT'S JUST ONE LESS CROOK TO *WORRY* ABOUT--

--SO LET THE HARBOR PATROL HANDLE IT-- TOMORROW.

TERRIFIC.

I'M SO POPULAR THESE DAYS, THE COPS DON'T EVEN WANT TO DREDGE FOR MY BODY.

IF I WEREN'T ALREADY ONE OF THE MOST DEPRESSED PEOPLE ALIVE--

--THAT'D BE ENOUGH TO MAKE ME WANT TO SLIT MY THROAT.

STILL--I WISH I KNEW WHAT HAPPENED HERE.

I COULDN'T HAVE IMAGINED AN ALLEY, COULD I?

AND IF I DID--

--DOES THAT MEAN I'M CRACKING UP?

WELL, I WON'T GET ANYWHERE BROODING ABOUT IT.

I'D BETTER GO HOME AND--

FOIT!

SWELL. WONDERFUL.

MY WEB-SHOOTER'S WATER-LOGGED.

SOME DAYS IT JUST DOESN'T PAY TO SPIN YOUR FIRST WEB...

WHEN WE NEXT PICK UP OUR HARRIED HERO, IT'S SEVERAL HOURS **AFTER** THE ABORTIVE SPIDER-MOBILE CAPER--

--AS AN EXHAUSTED **PETER PARKER** TRIES TO STAY **AWAKE** DURING A CLASS IN BIO-CHEMISTRY--

--WITH FEW--

--POSITIVE--

--RESULTS.

MISTER PARKER--THIS IS A LECTURE HALL, **NOT** A REST CAMP.

MAY I SUGGEST THAT IN THE FUTURE--YOU DO YOUR SLEEPING **AT HOME.**

WHA--? HUH? **OH!** SORRY, PROFESSOR...!

THE CLASS ENDS. IN GROUPS OR SINGLY, THE STUDENTS LEAVE...ALL BUT **ONE,** A CERTAIN SOMNOLENT SCHOLAR WHO IS ASKED TO REMAIN **AFTER** THE OTHERS ARE GONE, FOR A FRIENDLY "CHAT"...

PETER, I MUST ADMIT--I'M **APPALLED.**

BECAUSE OF YOUR MARKS LAST YEAR, YOU'VE HAD TO TAKE **BIO CHEM** 106 OVER THIS SEMESTER--

AND PETER--YOUR **SECOND** CHANCE IS YOUR **LAST** CHANCE.

I **KNOW** THAT, PROFESSOR WARREN--AND I'M GRATEFUL YOU LET ME REGISTER TO TAKE THE COURSE **AGAIN.**

THEN **SHOW** THAT GRATITUDE, PETER. **SHAPE UP.**

YOU HAVE IMMENSE **POTENTIAL**--MORE THAN ANY **OTHER** STUDENT I'VE EVER HAD.

PLEASE, DON'T **WASTE** THAT POTENTIAL...DON'T **BETRAY** MY FAITH IN YOU.

IF YOU HAVE ANY PROBLEM --ANY **DIFFICULTY**--KNOW THAT I'M ALWAYS **AVAILABLE** TO YOU.

I'D LIKE TO THINK WE HAVE A **GOOD** RELATIONSHIP, PETER, AS TEACHER AND PUPIL--EVEN AS **FRIENDS.**

BELIEVE ME--I MEAN THAT.

THANKS, PROFESSOR WARREN.

HELLO THERE, BROWN-EYES. WHERE HAVE *YOU* BEEN KEEPING YOURSELF?

MARY JANE!

I'D HEARD YOU HADN'T *SIGNED UP* THIS YEAR!

TRUE ENOUGH, PETE. DOCTOR'S *ORDERS.*

HE THINKS I STILL NEED TO REST THE OLD *BOD* AFTER THAT SHAKE-UP I HAD.*

SOOOOO...

*MEANING THE *EXPLOSION* WHICH DESTROYED PETER'S OLD APARTMENT. --ROY.

FOR THE TIME *BEING,* ANYWAY, M.J.'S EDUCATION IS AT A *STAND-STILL.*

SPEAKING OF BEING AT A STANDSTILL--YOU LOOK LIKE YOU CAN HARDLY STAND *AT ALL!*

HERE, LET *ME* CARRY THOSE BOOKS.

TODAY *YOU* CAN BE THE SEX OBJECT, MR. PARKER.

AFTER ALL, MEN AREN'T THE *ONLY* ONES WHO CAN BE *CHAUVINISTIC.*

GRACIAS, M. J.

I *THINK.*

WILL YOU *RELAX,* ALREADY?

YOU'RE THE *TENSEST* PERSON I'VE EVER *MET,* PETE.

I THINK THAT'S WHAT MAKES YOU SO *LOVEABLE.*

YOU ALWAYS LOOK LIKE YOU'RE GOING TO *FALL APART*--LIKE A CHARLIE BROWN WHO'S JUST HAD THE *FOOTBALL* JERKED AWAY FROM HIM.

THAT'S THE STRANGEST COMPLIMENT I'VE EVER *RECEIVED,* M.J.

IF IT *WAS* A COMPLIMENT.

OH, IT *WAS,* BABY.

IT WAS.

PETER'S ANSWERING SMILE IS A **WISTFUL** ONE. AND AS HE SMILES, HIS MIND GOES BACK TO **ANOTHER** GIRL--ANOTHER WOMAN --HE'S KNOWN.

THAT GIRL IS DEAD.

AND HE WONDERS...

CAN **ANYONE** REPLACE GWEN STACY, THE WOMAN HE LOVED?

PETER DOESN'T KNOW.

HE JUST...

DOESN'T KNOW.

THE AUTUMN WIND LIFTS LEAVES ACROSS THE **CITY**, GUSTING THEM FROM ONE PART OF TOWN TO **ANOTHER**.

IF WE **FOLLOW** THEM ACROSS TOWN, THEY TAKE US **HERE**--TO A CERTAIN **PRIVATE CLUB**--

--WHERE ONE OF THE MEMBERS IS **EXTREMELY** FAMILIAR!

GOOD AFTERNOON, MR. JAMESON.

WOULD YOU LIKE YOUR **USUAL?**

A SNIFTER OF BRANDY FOR BOTH **MR. ROBERTSON** AND MYSELF, NORTON.

AND, NORTON--I'M EXPECTING AN IMPORTANT **PHONE CALL.** WHEN IT COMES, PLEASE NOTIFY ME AT ONCE--I'LL BE IN THE **MAIN SALON.**

VERY GOOD, SIR.

LIFE CAN BE QUITE **ELEGANT,** REALLY--**IF** YOU'RE A WELL-KNOWN PUBLISHER OF A MAJOR DAILY **NEWSPAPER,** AND **IF** YOU'RE RICH ENOUGH TO PAY $5,000.00 A YEAR FOR CLUB **DUES,** AND **IF** YOU REALLY **CARE** ABOUT SUCH THINGS--

LIFE CAN BE QUITE ELEGANT, **INDEED.**

MR. JAMESON ...YOUR **PHONE CALL,** SIR.

PHONE CALL, JONAH?

JUST A SMALL ***BUSINESS DEAL*** I'VE BEEN WORKING ON, ROBERTSON.

NOW, IF YOU'LL ***EXCUSE*** ME...

YES?

YES, THIS IS ***JAMESON.***

...I SEE. SO YOU'VE MADE ***CONTACT,*** HAVE YOU?

EXCELLENT. FINE. I'LL EXPECT ANOTHER REPORT ***TOMORROW.***

WELL.

WELL, WELL.

ANYTHING ***WRONG,*** JONAH?

ON THE ***CONTRARY,*** ROBERTSON. FOR THE FIRST TIME IN MANY YEARS...

EVERYTHING IS JUST ***FINE.***

SOME OF OUR **OTHER** CAST-MEMBERS MIGHT NOT FEEL AS **KINDLY** AS JONAH DOES TOWARD LIFE THIS EVENING...AND KNOWING PETER PARKER AS WE DO, WE'D GUESS THAT **ONE** OF THOSE DISGRUNTLED CAST-MEMBERS JUST MIGHT BE A CERTAIN WEB-SLINGING **SPIDER-MAN...**

FIVE O'CLOCK ALREADY--AND I STILL HAVEN'T FIGURED OUT A WAY TO SALVAGE MY ***SPIDER-MOBILE!***

I'D CHUCK THE WHOLE THING AND SIMPLY ***FORGET*** IT, IF I HADN'T MADE A DEAL WITH THOSE CLOWNS AT ***CORONA MOTORS*** TO BUILD THE STUPID THING*--

BUT AS IT IS, I DON'T HAVE A ***CHOICE:*** I'VE GOT TO GET THE S-M BACK--***SOON!***

BACK IN ***SPIDEY*** #126, SPORTS-FANS. --ROY.

MEANWHILE--THIS WEB-SLINGING CAN MAKE A MAN *HUNGRY.*

IF I THOUGHT I COULD DO IT WITHOUT CAUSING A RIOT IN THIS *COSTUME*, I'D SLIP INTO THAT *EATERY* AND--

HEY! WAIT- AMINNIT...

IT MAY NOT BE STRICTLY *ETHICAL*--

--BUT WHEN A MAN'S *STARVING* TO DEATH--

EEET!

--WHO HAS TIME FOR *MORALITY?*

BLASTED *KIDS!* WHY DON'TCHA *LOOKIT* WHERE YOU'RE GOIN', ALREADY?

HUH?

THE POOR GUY LOOKS LIKE HE'S GOING TO HAVE A *CANARY.*

JUST AS SOON AS I SET THIS STUFF DOWN, I'LL SHOOT A COUPLE OF *DOLLARS* TO HIM ON MY WEBBING, AND MAYBE--

MY SPIDER-SENSE!

IT'S TINGLING-- WARNING OF DANGER--!

THIS MIST--!

IT'S THE SAME FOG I DROVE INTO THIS MORNING!

BUT--IT'S DIFFERENT NOW! CLOYING--STICKING TO ME--!

I-- CAN'T--

--CAN'T--

--SEE--!

I'M FALLING!

REFLEXES SNAP INTO ACTION, AND BEFORE SPIDEY IS EVEN FULLY AWARE OF HIS FALL--

--HIS BODY HAS ACTED TO SAVE HIM--

KA-A-A-A

...AND AFTER *THINKING* ABOUT IT ALL DAY, I'VE GOT A PRETTY GOOD IDEA *WHO* THAT "SOMEBODY" MIGHT *BE.*

UH-OH. THE FOG'S *THICKEN-ING.*

MY *SPIDER-SENSE* IS WORKING FINE--

--BUT IF THIS GOP GETS ANY *DENSER,* I WON'T BE ABLE TO *SEE* WHAT MY SENSE IS *WARNING* ME--

--THERE!

HE'S JUST A *SHADOW* NOW--

--I CAN'T SEE HIM *CLEARLY--*

--BUT I'M WILLING TO BET MY BOTTOM *DOLLAR--*

--THAT THE MAN COMING *TOWARD* ME IS--

WHAK!

--*MYSTERIO,* YOU HALF-WITTED HAS-BEEN!

JUST THIS *ONCE,* WHY COULDN'T I HAVE BEEN *WRONGGGGGHHH!*

BUNT

SOMETHING'S WRONG--! HE'S MOVING TOO QUICKLY--

--AND--HE'S STRONGER-- MUCH STRONGER-- THAN I'D REMEMBERED--!

SPRAK!

-UNNNH!- HE'S NOT GIVING ME A CHANCE --TO CATCH MY BALANCE--

--AND WHAT'S EVEN WEIRDER-- HE'S HOLDING OFF ON HIS USUAL MELODRAMATIC TAUNTING!

--AND I'VE GOT A SNEAKING SUSPICION MYSTERIO KNOWS IT, TOO!

THE WAY HE'S RUNNING, WHEN HE CAN JUST DISAPPEAR-- MEANS HE WANTS ME TO FOLLOW HIM--

--AND THAT IMPLIES HE'S PLANNED SOME SORT OF TRAP--!

LUCKILY, I'M NOT THE SHY SORT-- SO I'LL JUST TAG ALONG--

--AND SEE WHAT MYSTERIO'S BEEN UP TO SINCE THE LAST TIME I SENT HIM OFF TO JAIL--!*

NO!

THIS IS CRAZY--

*'WAY BACK IN SPIDEY#67, FOOTNOTE-FANS.--ROY.

..CRAZY!*

A MACK TRUCK-- DRIVING TOWARD ME ALONG THE SIDE OF AN ALLEY WALL!

AND IT'S GOING TO--

*UNABASHED FREE PLUG. --ROY.

..HIT!

CRACK!

OHHH...DID I JUST DO A STUPID THING?

MY ELBOW FEELS LIKE I SHATTERED IT--

--AND FOR WHAT?

THAT TRUCK WAS AN ILLUSION--AND I KNEW IT, OR RATHER, MY MIND KNEW IT...

MY GUT TENDS TO BE A LITTLE UNINFORMED ABOUT THINGS LIKE THAT.

HUH?

NOW THIS IS *RIDICULOUS.*

I CAN SEE THESE THINGS *FORMING,* APPEARING OUT OF THE WALL LIKE *MOVIE PROJECTIONS--*

--OR--LIKE *GHOSTS?*

THEY'RE GETTING *SOLID*--ALL MY OLD *ENEMIES*--

BUT--THAT'S JUST *IMPOSSIBLE!*

HAMMERHEAD, THE VULTURE, DOCTOR OCTOPUS, THE GRIZZLY, MOLTEN MAN, MORBIUS--SO *MANY* OF THEM--

AND THEY SEEM SO *REAL!* ALMOST--

--ALMOST AS THOUGH I COULD--*TOUCH* THEM!

THE GREEN GOBLIN!

HE'S *COME BACK*--THROW-ONE OF HIS *PUMPKIN BOMBS*--!

I CAN'T *AVOID* IT--THE BOMB'S GOING TO--

--GO THROUGH ME?

IT'S A *TRICK!* YOU'RE TRYING TO *CONFUSE* ME!

ALL OF YOU--YOU'RE ALL *COMING* AT ME--*JUMP-ING* ON ME--!

WHY DON'T YOU GO AWAY AND *LEAVE ME ALONE?*

WHY DON'T YOU LET ME LIVE?

SMAK!

WHY DON'T YOU LET ME LIVE?

SKRAK!

WHY DON'T YOU LET ME--

KRAKK!

MY... HANDS...

IT WAS THAT MIST... IT AFFECTED ME... MORE THAN I THOUGHT.

CAN'T THINK CLEARLY...

I WAS READY TO BELIEVE... REALLY BELIEVE... ALL MY ENEMIES HAD CAUGHT UP WITH ME...

BUT IT WASN'T ALL MY ENEMIES...

...IT WAS ONLY ONE.

THIS IS ONLY THE BEGINNING SPIDER-MAN.

THE GAME WILL END --WITH YOUR DEATH.

SO YOU SAY, MISTER!

I SAY-- DON'T HOLD YOUR BREATH!

FLANNGGG!

AFTER:

PETER! OH, DEAR-- YOUR HANDS! HOW DID YOU HURT YOUR HANDS?

WOULD YOU BELIEVE I CAUGHT THEM IN A DOOR LEAVING SCHOOL?

FOR HEAVEN'S SAKE, PARKER-- BE SERIOUS.

YOU LOOK LIKE YOU'VE BEEN WORKED OVER BY A FOOTBALL TEAM.

MAYBE WE SHOULD CALL MR. ROBERTSON, NED.

HE COULD FIND A DOCTOR, AND--

DON'T BOTHER, BETTY. IT MIGHT CAUSE THE DAILY BUGLE A LITTLE MONEY--

AND I WOULDN'T WANT TO GET JONAH JAMESON ALL UPSET.

WILL YOU TELL US WHAT HAPPENED, PETER?

WHAT'S TO TELL? I GOT MIXED UP IN A BRAWL BETWEEN SPIDER-MAN AND MYSTERIO--MY HANDS ARE A LITTLE CUT-UP, THAT'S ALL.

APPARENTLY MYSTERIO'S ESCAPED FROM JAIL-- AND HE'S BACK IN TOWN, CARRYING A KING-SIZE GRUDGE FOR OUR FAVORITE WEB-SLINGER.

MYSTERIO? ARE YOU SURE?

A MISTAKE LIKE THAT'S PRETTY HARD TO MAKE, NED.

BUT YOU MUST HAVE MADE A MISTAKE, PETER... EITHER THAT, OR YOU SAW A GHOST.

MYSTERIO DIED IN PRISON ALMOST A YEAR AGO!

THEN-- IT'S FINALLY HAPPENED! I'M CRACKING UP--

PETER PARKER IS-- INSANE!

NAH. WE DON'T BELIEVE IT FOR A MINUTE, COMPADRES... AND NEITHER SHOULD YOU. FOR THE FULL STORY BEHIND THE STORY, TUNE IN NEXT ISSUE, WHEN WE'LL PRESENT:

THE MAN WHO HATED SPIDER-MAN!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

IT'S NOT POSSIBLE! NOBODY CAN DO-- THAT!

WRONG, WEB-HEAD! ANYTHING IS POSSIBLE FOR A DEAD MAN!

MYSTERIO MEANS MADNESS!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST * F. GIACOIA & D. HUNT EMBELLISHERS * JOE ROSEN LETTERER * L. LESSMANN COLORIST * LEN WEIN EDITOR

I ONLY WISH I COULD BE SURE OF WHAT *HAPPENED* YESTERDAY...

WAS I *HALLUCINATING* ON MY OWN--

THERE ARE JUST TWO WAYS I CAN *INTERPRET* WHAT I SAW:

ONE: I REALLY *AM* GOING NUTS...

OR--*TWO*: SOMEONE WANTS ME TO *THINK* I'M GOING NUTS.

N.Y.F.D.

--OR WAS SOMEONE *MAKING* ME HALLUCINATE?

I COULD HAVE *SWORN* THERE WAS AN ALLEY WHERE THAT *PIER* IS--

EITHER WAY, I'M IN *TROUBLE.*

THE *LAST* TIME SOMEONE TRIED TO CONVINCE ME I WAS GOING MAD, IT TURNED OUT TO BE A PLOT BY A GUY NAMED *MYSTERIO**--

SPIDEY 24. --LEN.

--BUT OBVIOUSLY, THERE *WASN'T.*

AND *BECAUSE* THERE WASN'T--

--I DROVE MY SPIDER-MOBILE RIGHT OFF THE *EDGE!*

--BUT ACCORDING TO *NED LEEDS*, MYSTERIO DIED IN *PRISON.*

WHICH BRINGS UP *ANOTHER* QUESTION-- MAINLY, IF MYSTERIO IS DEAD, THEN *WHO* WAS THE GUY WHO ATTACKED ME *LAST NIGHT*?*

HE *LOOKED* LIKE MYSTERIO, *TALKED* LIKE HIM. HE EVEN--

**LAST ISSUE.* --LEN.

OUCH.

I SHOULDN'T HAVE PUT MY *WEIGHT* ON MY HAND LIKE THAT.

MY FINGERS ARE STILL TOO *TENDER*--

--AND THEY *SHOULD* BE, EVEN *BANDAGED.*

I'M LUCKY I DIDN'T *FRACTURE* THEM.

AFTER ALL, WHEN YOU USE A BRICK WALL FOR A *PUNCHING BAG*--

--*SOMETHING'S* GOT TO GIVE-- AND IT PROBABLY *WON'T* BE THE *WALL.*

I DON'T KNOW WHICH BOTHERS ME *MORE*-- THE FACT I THOUGHT I SAW MY OLD *ENEMIES* APPEARING THROUGH THAT WALL--

--OR THE FACT I ALMOST SMASHED MY KNUCKLES *FIGHTING* THEM!

YOU HAVE TO BE PRETTY *SLOW* NOT TO-- *HUH?*

FOOTSTEPS-- UP ON TOP OF THE *PIER.*

AND SOMETHING TELLS ME IT'S...

MYSTERIO!

YOU KNOW, FRIEND--FOR A *GHOST,* YOU SURE GET *AROUND.*

THE MIST-ENSHROUDED FIGURE MAKES NO ANSWER--

--HE SIMPLY STANDS AND **STARES**, IN UTTER, COLD **CONTEMPT**--

--AND **THAT** FIRES OUR QUICK-TEMPERED HERO--

--TO A BURNING **RAGE!**

I'VE **HAD** IT WITH YOU, BUSTER!

I DON'T KNOW WHAT'S GOING **ON** AROUND HERE--BUT I **PROMISE** YOU--

--I'M GOING TO **FIND OUT!**

HUH?

THUMP!

KRAK!

EEEEYOW! MY HANDS--

UMMMPHHH!

WHAP!

IMBECILE!

WHAT HOPE COULD YOU HAVE OF CAPTURING ME?

YOU'RE A CHILD!

A BUNGLING CHILD!

AND YOU'RE A CRUMMY IMPOSTER, PAL.

THE REAL MYSTERIO IS DEAD--AND THAT MAKES YOU NOTHING BUT A CHEAP PHONY!

FOOL! DO YOU MEAN YOU STILL HAVEN'T GUESSED THE TRUTH?

I SWORE I WOULD REVENGE MYSELF AGAINST YOU, SPIDER-MAN...

AND I WILL. NOTHING CAN STOP ME--

--NOT EVEN DEATH!

NO!

I DON'T BELIEVE IT, MYSTERIO. IT'S A TRICK--ANOTHER ONE OF YOUR SPECIAL-EFFECT ILLUSIONS!

WELL, FRIEND-- TWO CAN PLAY THAT GAME.

YOU'VE GOT YOUR HIDDEN MIRRORS --AND I'VE GOT MY--

--WEBBING!

COME OUT, COME OUT, WHERE-EVER YOU--

--ARE?

AND FOR A LONG TIME, SPIDEY CAN ONLY GAPE--

--UNTIL, AT LAST, HE TURNS AND **GOES AWAY.**

NO PARKING
THIS SIDE OF SIGN
MON-TUES 9 AM

AND THIS IS WHERE HE GOES AWAY **TO:** HIS NEW APARTMENT IN MANHATTAN'S **CHELSEA DISTRICT,** ON THE LOWER WEST SIDE--

--WHERE WE FIND HIM A LITTLE LATER, MAKING USE OF HIS RECENTLY-INSTALLED **TELEPHONE** TO CALL A CERTAIN DOTING **AUNT** OF HIS...

AUNT MAY MUST BE WORRIED **SICK** ABOUT ME-- AND WHAT **ELSE** IS NEW?

EVER SINCE I MOVED OUT OF OUR HOUSE IN **FOREST HILLS,** SHE'S BEEN SURE I'D FALL INTO THE HANDS OF **GANGSTERS**--

--OR **WORSE.**

BRANNGG

PETER! MY, THIS **IS** A **SURPRISE!**

I WAS JUST **THINKING** ABOUT YOU, YOU DARLING BOY...

DO YOU LIKE YOUR NEW **APARTMENT?**

IT'S **SWELL,** AUNT MAY. IT'D BE EVEN **BETTER** IF I HAD ANY **FURNITURE.**

EXCUSE ME A SECOND-- **MARY JANE** JUST WALKED IN.

TAKE A **SEAT, MJ.**

WHAT? OH, I'LL DIG UP SOME BEDS AND CHAIRS **SOMEWHERE**... THAT'S THE **LEAST** OF MY PROBLEMS.

WHAT? DID I SAY **PROBLEMS?**

SORRY, SLIP OF THE **TONGUE.**

EVERYTHING'S **FINE.** SURE, I'M SURE.

LISTEN, I ONLY CALLED TO LET YOU KNOW I'M *OKAY*, AUNT MAY.

NO, NOTHING'S *WRONG*, SWEETHEART...

...I'VE BEEN *EATING* REGULARLY, WEARING WARM CLOTHES...USING UMBRELLAS WHEN IT RAINS... EVERYTHING YOU ALWAYS *TOLD* ME TO--

KINGPIN!

MARY JANE--

LOOK OUT!

SPRANNGG!

HE'S--HE'S *GONE*--

--VANISHED--JUST LIKE--*MYSTERIO*--!

OF COURSE! MYSTERIO'S BEHIND THIS--SOMEHOW, HE--

PETEY, WHAT--

ARE YOU *OKAY*?

PETER! PETER, WHAT HAPPENED?

HEAVEN ABOVE, PETER--!

AH...**AUNT MAY**? PETER HERE. I'M **SORRY** ABOUT THAT... UH...IT WAS A **MISTAKE**.

A MISTAKE? PETER, YOU SHOULDN'T **DO** SUCH THINGS!

YES, I **KNOW** HOW UPSET YOU ARE, AUNT MAY-- AND AGAIN, I'M **REALLY** SORRY.

I--UH--CAN'T TALK NOW, BUT I'LL EXPLAIN ALL ABOUT IT **LATER**.

PLEASE DON'T **WORRY**, THOUGH-- OKAY?

OKAY.

TIGER, YOUR AUNT ISN'T THE **ONLY** LADY WORRIED ABOUT YOU.

THE WAY YOU **LOOKED** AT ME--

SAY, MAN-- WHAT'S GOING **ON** IN HERE?

OH-- **HI**, GLORIA.

HELLO, MRS. MUGGINS.

DON'T YOU HELLO **ME**, MR. PARKER.

THIS IS AN **APARTMENT BUILDING**-- NOT A **BOXING RING**.

IF YOU'RE THE SORT OF MAN WHO LIKES TO THROW THINGS **AROUND**--

--WELL, THEN YOU CAN THROW **YOURSELF** RIGHT **OUT** OF HERE!

YOU MEAN-- THAT--AH-- **PHONE** I DROPPED?

THAT WAS AN **ACCIDENT**, MRS. MUGGINS-- IT WON'T HAPPEN **AGAIN**.

HAH! THAT'S WHAT MY **BARNEY** ALWAYS SAYS WHEN HE'S FEELIN' A LITTLE **RESTLESS**.

I'LL LET IT GO **THIS** TIME--

--BUT **WATCH** YOURSELF, SONNY. I'M **WARNING** YOU.

YOU SURE KNOW HOW TO MAKE **FRIENDS**, PETER-BOY, AND SPEAKING OF FRIENDS-- WHO'S YOUR **FRIEND**?

OH, GLORY, THIS IS **MARY JANE WATSON**. WE GO **WAY BACK**.

MJ, THIS IS **GLORY GRANT**.

GLORY. CUTE NAME.

MJ. SPIFFY TAG.

PETER, MY MAN, I JUST CAME BY TO TELL YOU ABOUT A **PARTY** I'M RIGGING FOR NEXT WEEKEND.

WHY DON'T YOU **SHOW** FOR IT, HMM?

"PETER, MY MAN"? HOW LONG HAVE YOU **KNOWN** EACH OTHER, TIGER?

AS A MATTER OF FACT, MJ--

WE'LL HAVE OURSELVES A REAL **TIME**.

"--I'M NOT **SURE**."

SLAM!

WITHIN THE HOUR, AT A FAMILIAR **NEWSPAPER BUILDING** A COUPLE OF DOZEN BLOCKS **UPTOWN**...

DAILY BUGLE

WHAT'S **THAT** YOU SAY? YOU HAVE HIM SO RATTLED-- HE THINKS YOU'RE A **GHOST**?

EXCELLENT. EXCELLENT. KEEP THIS UP, AND THERE MAY BE SOME EXTRA **MONEY** IN IT FOR YOU-- THAT'S A **PROMISE.**

AND YOU CAN ASK ANYONE: **J. JONAH JAMESON** IS A MAN OF HIS **WORD.**

CLIK

SOMEDAY, PEOPLE WILL ERECT A **MONUMENT** TO ME.

A STATUE-- AND A **PLAQUE** THAT READS:

"JONAH JAMESON--THE MAN WHO DESTROYED SPIDER-MAN!"

JUST **THINKING** ABOUT IT MAKES ME SO HAPPY I COULD **CLICK MY--**

THUDD!

J.J. JAMESON PUBLISHER

JONAH.

MR. JAMESON...

ARE YOU **HURT**?

HURT? NO, NO, MISS BRANT--

--I TOOK A LITTLE **FALL,** THAT'S ALL.

NOTHING FOR YOU TO GET **CONCERNED** ABOUT, ROBERTSON--

--OR I SHOULD SAY-- **JOE.**

JOE, IT'S OCCURRED TO ME YOU COULD USE A **RAISE.**

YES, INDEED. MY CITY EDITOR **DESERVES** A RAISE EVERY NOW AND THEN--

--AND SO DOES MY FAVORITE *GIRL FRIDAY.*

HEH-HEH, I MEAN *PERSON* FRIDAY, MS. BRANT.

RUN ALONG, YOU TWO. *RUN ALONG.*

MR. ROBERTSON-- DO YOU GET THE FEELING YOU'VE BEEN *TAKEN* SOMEHOW?

BETTY, WITH JONAH-- I *ALWAYS* FEEL LIKE I'VE BEEN TAKEN.

BUT *THIS*-- WELL, TO PUT IT *MILDLY*--

THE MAN MUST BE *SICK.*

IS ANYTHING *WRONG*, MR. ROBERTSON?

PARKER! I'VE BEEN TRYING TO GET *AHOLD* OF YOU, SON.

MIND IF WE HAVE A *TALK*? IT'S ABOUT THIS *MYSTERIO* THING...

I GUESS BETTY MUST HAVE TOLD YOU ABOUT *LAST NIGHT*, HUH?*

YES, SHE *DID*, PETER...

MARY JANE, I HOPE YOU DON'T *MIND*--

COFFEE-MAT

BUT DO YOU REMEMBER A CONVERSATION YOU AND I HAD AT MY *CHRISTMAS PARTY* LAST YEAR?

*LAST ISSUE.--LEN.

ABOUT *PETEY*--AND MY *FEELINGS* FOR HIM? SURE I REMEMBER, BETTY.

I TOLD YOU THEN, I DIDN'T KNOW IF I *WANTED* TO FEEL SERIOUS ABOUT PETE-- AND I *MEANT* THAT--THEN.

I GUESS YOU COULD SAY, MAYBE THINGS HAVE *CHANGED*...

EARLIER THIS EVENING, PETE STARTED ACTING *STRANGE*-- AND IT *FRIGHTENED* ME A LITTLE.

I FELT AS THOUGH SOMEONE I-- OH, *HI*, NED.

'LO, MJ, BETTY TELL YOU THE *NEWS*?

"NEWS"--?

WELL--WE'VE BEEN KEEPING IT A *SECRET*, AND I DIDN'T WANT TO *TELL* YOU--WHILE WE WERE TALKING ABOUT YOU AND PETER...

BUT NED AND I--WE'VE FINALLY SET THE *DATE.*

YOU MEAN-- TO GET *MARRIED*?

FAR *OUT.*

THAT'S SIMPLY THE MOST--

FAR *OUT.*

I CAN'T TELL YOU HOW--

WOW.

YOU'VE **GOT** TO TELL PETEY!

HEY, TIGER-- GUESS WHO'S GONNA BE A **BLUSHIN' BRIDE**?

*STUMBLING EXPLANATIONS ARE MADE, AND WHEN THE EXPLAINING IS **DONE**...*

I CAN'T WISH YOU ENOUGH HAPPINESS, BETTY.

ALL **I** CAN SAY, NED, IS--

--IT'S ABOUT **TIME.**

LATER...

DAILY BUGLE

FUNNY...

WHAT'S FUNNY, BLUE-EYES?

BETTY BRANT WAS THE FIRST GIRL I EVER FELL IN LOVE WITH.

THE **FIRST,** M.J.

THERE WAS A TIME WHEN I HATED NED LEEDS' **GUTS.**

NOW-- I LIKE HIM. TIMES CHANGE, LOVES CHANGE, YOU CAN NEVER--

OUTSIDE THE **ELEVATOR**-- WALKING THROUGH THE **LOBBY**--

IT'S HER!

*MARY JANE WATSON OPENS HER MOUTH IN **AMAZEMENT**--*

*--BUT, BEFORE SHE CAN **SPEAK**--*

GRIPSHOLM

*--PETER IS **OUT-SIDE,** STARING AT A WALKING **DREAM**--*

*--THAT IS ALSO PART PAINFUL **NIGHTMARE.***

IT'S A **TRICK**--

--ANOTHER OF MYSTERIO'S **ILLUSIONS**--!

BUT-- *IT ISN'T FAIR!*

NOT *HER*--! NOT--

PETEY!

--MARY JANE, DID YOU SEE-- WAS I--

NEVER MIND, I MUST'VE BEEN *CRAZY.*

LOOK, TIGER-- I'VE NEVER *SEEN* YOU THIS WAY BEFORE.

IT'S *SCAREY.*

YEAH, WELL--MAYBE I'D BETTER BE *ALONE* FOR A WHILE, MJ.

I'LL CALL YOU--*LATER.*

ANDREAS

THE SUN IS A BLOODY GOLD COIN IN THE WESTERN SKY, WHEN WE *NEXT* PICK UP OUR HARRIED HERO.

AFTER THE EXPERIENCE PETER HAD OUTSIDE THE OFFICES OF THE DAILY BUGLE, QUITE A FEW OF US WOULD BE *EMOTIONALLY PARALYZED*--UNABLE TO THINK, UNABLE TO *FUNCTION* ON *ANY* LEVEL--

--LEAST OF ALL THE *LOGICAL* LEVEL.

1931

BUT, LIKE SOME OF US, PETER PARKER HAS AN *EXTRA* RESERVE OF ENERGY--A STUBBORN QUALITY THAT WON'T *ALLOW* HIM TO GIVE UP--

--AND SO WE FIND HIM AS *SPIDER-MAN*--

--UNDEFEATED--

--AND ANGRY AS ALL GET-OUT!

A LOT OF THIS MAY STILL BE A *MYSTERY* TO ME, BUT *ONE* THING'S CERTAIN--

--I OWE *SOMEONE* A REAL CRACK IN THE JAW!

GUNNARSON FURNITURE

--AND *WHOEVER* HE IS, I'M GOING TO *FIND* HIM--AND WHEN I DO, USING THIS HANDY *TRACKING DEVICE*--

--HE'S GOING TO *RUE* THE DAY HE WAS *BORN!*

IT'S TOO BAD FOR *HIM* I DISCOVERED THE *IMAGE-INDUCER* HE PLANTED ON MY COSTUME DURING OUR *DOCK-FIGHT.*

I WAS BEGINNING TO THINK I WAS *IMAGINING* THINGS--SEEING *KINGPIN* IN MY APARTMENT, THEN THAT *OTHER* ILLUSION--

--BUT *NO*, IT'S JUST THIS GIZMO ON MY *CHEST.*

MYSTERIO HAS BEEN *TRANSMITTING* PICTURES TO THE GIZMO, AND IT'S BEEN *PROJECTING* THEM ONTO THE AIR IN *FRONT* OF ME.

MYSTERIO MAY BE DEAD IN *PRISON*--BUT THAT DOESN'T MEAN THERE'S NO *MYSTERIO.*

IT SIMPLY MEANS SOMEONE *NEW* HAS THE JOB--

--AN *ILLUSION*--A *TRICK!*

LIKE THAT IMAGE OF THE *MINDWORM*--

ALL I HAVE TO DO IS TRACK THAT *TRANSMISSION* BACK TO ITS ORIGIN--

--AND *BINGO*, MYSTERIO WON'T BE SO *MYSTERIOUS*.

THAT'S *IT*--THAT SKYLIGHT GLOWING UP AHEAD.

I SHOULD HAVE *GUESSED* IT'D BE IN THE *WALL STREET AREA*--

--RIGHT WHERE MYSTERIO FIRST *TRICKED* ME INTO LOSING MY *SPIDER-MOBILE*.

I DON'T NEED *THIS* GADGET ANYMORE. FROM NOW ON--

KRASH!

--WE DO THINGS *MY WAY!*

HEY, HEY! IF IT ISN'T THE *WIZARD OF OZ HIMSELF!*

STAY WHERE YOU *ARE*, CHUCKLES!--

--I WANT A *WORD* WITH *YOU!*

SPIDER-MAN?!? AH--UH--HAVEN'T YOU LEARNED--

--YOU CAN'T-- UH--FIGHT A GHOST?

BUNK!

BAP

YOU'RE AS REAL AS I AM, LAUGHING BOY--

--AND THIS WILL PROVE IT!

YEEEOP! MY FINGERS-- I FORGOT ABOUT--

SPRIP!

HUH?

THE OLD "DRUGGED-MIST TRICK," EH, MYSTERIO?

I WAS HOPING YOU'D TRY THAT STUNT--

--'CAUSE I'VE GOT A FEW STUNTS OF MY OWN!

SPLAM!

THAT DOES IT!

NOBODY PUSHES ME AROUND, PUNK!

AN' ANYBODY WHO TRIES--

--IS GONNA GET HURT REAL BAD!

WELL NOW, THE MAN HAS LOST HIS TEMPER.

I GUESS THAT MEANS THE FIGHT IS OVER--

--AND HOW!

KA-POW!!!

THAT'S THE END OF THAT.

A FEW JUDICIOUS STRANDS OF WEBBING--

--AND BRAIN-BOY ISN'T GOING ANY-WHERE.

LET'S SEE--IF MY GUESS IS RIGHT, HE'S PROBABLY WEARING SOME SORT OF--

--MASK.

SURPRISE! YOU'RE NOT THE MYSTERIO I KNEW, AFTER ALL!

GOOD FOR **YOU**, WISE-GUY. THE NAME'S **DANNY BERKHART**. I'M A STUNT MAN--OR I **WAS**, UNTIL I GOT BLACK-LISTED FER SHOWIN' UP FER A COUPLE'A JOBS **DRUNK**.

ME 'N THE **OLD** MYSTERIO USED TO WORK TOGETHER. WHEN HE DIED, HE LEFT ME SOME'A HIS UNTRIED **GIZMOS**.

SINCE WE WUZ **BUDDIES**--I FIGURED I OWED HIM ONE--TO GET **YOU**.

AN' I **WOULD'VE** GOT YA, TOO--IF THINGS HADN'T WORKED OUT THE WAY THEY DID.

ALL THOSE **GADGETS**--LIKE THAT **MASK** HE MADE--

IT'S GOT LITTLE CAMERAS ON THE **BACK** OF IT, AND A SCREEN ON THE FRONT--

--WHEN IT'S WORKING, IT PROJECTS THE **BACKGROUND** ONTA THE MASK--MAKES YER HEAD LOOK **INVISIBLE**.

"AND THAT SPECIAL **SUIT**--THE ONE YOU WEBBED UP BACK ON THE **DOCK**.

"I WASN'T IN IT, BUT A NETWORK OF FANCY **DISSOLVABLE WIRES** MADE IT **LOOK** THAT WAY--

"--AND WHEN YOUR **WEB** HIT IT, THE SUIT AND THE WIRES **MELTED**--

"--LIKE I WUZ A **GHOST** OR SOMETHIN'!

"YEAH, **ALL** OF THAT STUFF--IT WUZ ALL **BEAUTIFUL**. THE LITTLE **PROJECTORS** TA MAKE THE PHANTOM-THINGIES APPEAR... THOSE **GLOVES**, WITH THE DRUG-MIST...

"I SHOULDA BEEN ABLE TO **DEMOLISH** YA--"

--BUT IT DIDN'T **WORK**--NONE OF IT **WORKED**!

WHY, BLAST YA? **WHY**?

ASK THE **POLICE**, HANDSOME.

MAYBE IT WAS YOUR **VOCABULARY**. MAYBE YOUR **BREATH**.

OR MAYBE--THE CLOTHES DON'T MAKE THE **MAN**, AFTER ALL!

EPILOGUE: TWENTY-ODD MINUTES LATER, AT THE OFFICE OF A CERTAIN NEWSPAPER PUBLISHER...

--I'LL BE **MODEST** WHEN THEY GIVE ME MY **GOOD CITIZEN** AWARD. A SMALL SPEECH EXPRESSING MY GRATITUDE, NO MORE THAN FIVE, TEN THOUSAND WORDS...

EH? THE **PHONE**--?

BRRNG

I'LL TAKE IT, MS. BRANT.

--WHO?

HELLO THERE, WHOEVER YOU ARE. THIS IS J. JONAH JAMESON, THE WORKING MAN'S **FRIEND**.

WHAT CAN I DO FOR--

BERKHART, BUSTER. DON'T TRY 'N GIVE ME A **RUNAROUND**, PAL--

--'CAUSE THERE ARE A FEW THINGS WE **KNOW** ABOUT EACH OTHER, IF YOU GET WHAT I MEAN, THAT THE **POLICE** MIGHT LIKE HEARING--GET ME?

I SAID **THE POLICE**. I'M UNDER **ARREST**--THANKS TO THAT WALL-CRAWLING CREEPO **BUDDY** OF YOURS--

--THE ONE YOU WANTED ME TO **PIN**--REMEMBER?

YOU BETTER GET ME A **LAWYER**, FRIEND.

PRONTO--IF YOU WANT YOUR NAME KEPT **OUT** OF IT. OTHERWISE--

HE **HUNG UP** ON ME!

GOOD LORD--

THIS COULD BE **SERIOUS!**

MR. JAMESON, MR. ROBERTSON WANTED YOU TO--

NO TIME, MISS BRANT. I'VE GOT AN--AH--**URGENT MEETING** TO ATTEND TO.

TELL ROBERTSON HE'S IN **CHARGE** UNTIL I GET BACK.

BUT--**WHEN** WILL YOU BE BACK, MR. JAMESON?

AND WHERE ARE YOU **GOING**?

I'M GOING TO--AH--**PARIS**, MISS BRANT. THAT'S RIGHT--**PARIS!**

I **COULD** BE GONE FOR **MONTHS**.

UNTIL YOU HEAR FROM ME **AGAIN**--**GOODBYE!**

NEXT ISSUE **MAKE WAY FOR--THE CYCLONE!**

THE MOST **BIZARRE** SPIDEY VILLAIN **EVER!** 'NUFF SAID!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

PARIS IS *MY* CITY, WEB-HEAD!

YOU'VE COME A *LONG* WAY-- ONLY TO **DIE!**

A BRAND-NEW MENACE FOR SPIDEY TO BATTLE!

..AND CYCLONE IS HIS NAME!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST* * F. GIACOIA & D. HUNT *INKERS* * ARTIE SIMEK *LETTERER* JAN COHEN *COLORIST* * LEN WEIN *EDITOR*

CHRISTMAS HAS COME AND GONE, BUT **WINTER** IS STILL WITH US:

NEW YORK'S WINTERS HAVE ALWAYS BEEN STRANGE--AND THIS YEAR IS NO EXCEPTION.

IT'S ALMOST NEW YEAR'S EVE--AND IT'S RAINING.

BUT THE RAIN ISN'T WHAT GRABS THE ATTENTION OF A CERTAIN SOGGY SPIDER-MAN:

OH NO, INDEEDY!

NO! NOT AGAIN! NOT AGAIN!

...AND THE WIND CRIES: CYCLONE!

FEATURING POSSIBLY THE MOST BIZARRE SUPER-VILLAIN IN THE ANNALS OF SPIDEY-DOM!

DON'T FRET, HERO--YOU AINT SEEN NUTHIN' YET!

THIS TIME I *KNOW* I'VE GONE *BANANAS.*

EITHER THAT, OR I'M SEEING A *GHOST--*

COKE

--AND I DON'T KNOW WHICH IS *WORSE!*

IRT

IRT SUBWA
Uptown

SHE'S GONE--BUT WAS SHE EVER THERE *AT ALL?*

I'VE BEEN *THINK-ING* ABOUT HER SO MUCH LATELY...I MUST WANT TO SEE HER SO *DESPERATELY,* I'M *IMAGINING* THINGS!

BUT SHE'S *DEAD--*

Ke

I'VE GOT TO *ACCEPT* THAT--

--OR THE PAIN WILL DRIVE ME MAD *FOR REAL!*

IT'S ALL *MYSTERIO'S FAULT!* THE ILLUSIONS HE CREATED--MAKING ME SEE MY OLD ENEMIES, FORCING ME TO DOUBT MY *SANITY--!**

ALL OF THAT *INTROSPECTION* MUST HAVE BROKEN DOWN SOME HIDDEN WALL IN MY *MEMORY--*

--OPENING UP A WHOLE *PANDORA'S BOX* FULL OF *GUILT*--AND *DELUSION!*

**LAST ISSUE.* --LEN.

I CAN'T LET IT *DESTROY* ME--I'VE GOT TO *FIGHT* THIS THING.

SHE'S *DEAD.* THAT'S THE *END* OF IT.

NOTHING CAN BRING HER BACK.

NOTHING.

THAT AGONIZING THOUGHT WELL IN MIND, SPIDER-MAN CONTINUES ON TO HIS DESTINATION...THE **DAILY BUGLE** BUILDING, AND THE OFFICE OF ITS HOT-TEMPERED **PUBLISHER**...

AW. NOBODY'S **HOME.**

EVER SINCE MYSTERIO WENT OFF TO **JAIL** LAST WEEK, I'VE HAD THE FEELING JONAH JAMESON KNEW MORE ABOUT WHAT HAPPENED THAN HE **LET ON.**

I'VE BEEN SO BUSY WITH **COLLEGE,** I HAVEN'T HAD A CHANCE TO ASK HIM ABOUT IT **BEFORE--**

--AND NOW, IT SEEMS I'VE MISSED MY **CHANCE.**

OUT

IN

J. J. J.'S *"IN AND OUT"* FILE IS USUALLY **PILED** WITH PAPERS.

NOW IT'S **EMPTY.** WHY?

I GUESS THERE'S ONLY ONE **ANSWER:**

JAMESON ISN'T **HERE--** AND **HASN'T** BEEN FOR SOME **TIME!**

THE QUESTION **NOW** BECOMES--WHERE IS HE AND HOW LONG IS HE GOING TO BE **GONE?**

JONAH'S SECRETARY WOULDN'T TELL **SPIDER-MAN--**

--BUT SHE'LL PROBABLY TELL **PETER PARKER.**

AFTER ALL, BETTY AND I USED TO **GO** TOGETHER--

--EVEN IF IT **DOES** SEEM LIKE AN **ETERNITY** AGO.

HELLO THERE, PRETTY LADY. HOW GOES THE PAPER BIZ?

PETER!

HOW'S THE SOON-TO-BE-BLUSHING BRIDE? HAVE YOU AND NED LEEDS SET THE *DATE* YET, BETTY?

AUGUST 27TH, PETER--AND IT'S SWEET OF YOU TO *ASK.*

AW, COME ON--YOU *KNOW* YOU'RE THE ONLY GIRL I EVER *LOVED.*

PETER!

WELL--ANYWAY. HOLD *STILL.*

OH, PETER...

ON THE MORE *PROSAIC* SIDE OF LIFE--

--WHAT'S WITH *JJJ?*

I HAVEN'T HEARD HIS DULCET TONES *ALL WEEK.*

HE'S IN *EUROPE,* PETER. SOMETHING CAME UP, AND HE HAD TO LEAVE *QUICKLY.*

I'LL JUST *BET* "SOMETHING CAME UP." IF JAMESON *WAS* BEHIND MYSTERIO'S ATTACK ON ME, I WOULDN'T BLAME HIM FOR NOT *STICKING AROUND.*

SO WHO'S MINDING THE *STORE?* ROBBIE?

MR. JAMESON *ALWAYS* LEAVES MR. ROBERTSON IN CHARGE, PETER.

YOU KNOW THAT.

SO I *LIKE* IDLE CONVERSATION WITH A PRETTY LADY.

SO SUE ME.

--THIS IS NOT A *HEADLINE,* CARPENTER--THIS IS *NURSERY RHYME!*

FIX IT *PRONTO* OR WE'LL MISS OUR *DEADLINE!*

SORRY, SIR!

FORGET "SORRY"! *DO IT.*

OH, PETER--!

I'M GLAD YOU STOPPED BY, SON. I WAS ABOUT TO *CALL* YOU.

IF YOU'RE GOING TO PULL THE SAME *CAPTAIN BLIGH* ROUTINE ON ME AS YOU DID ON *THEM,* MR. ROBERTSON--

--THANKS, BUT *NO THANKS.*

NONSENSE, PETER...

...ACTUALLY, I WAS GOING TO OFFER YOU A *FREE LUNCH.*

BUT IF YOU'RE AFRAID AN OLD CITY EDITOR IS GOING TO BITE YOUR *HEAD* OFF--

FOR A FREE MEAL, I'LL CHANCE *ANYTHING.*

TWO BOWLS OF WONTON SOUP LATER...

I'M AFRAID THINGS ARE MORE SERIOUS THAN I LED YOU TO *BELIEVE*, PETER.

HUH? HOW SO?

YOU'VE BEEN WORKING FOR JAMESON A *LONG TIME*, PETER--SINCE YOU WERE IN *HIGH SCHOOL*.

LONGER THAN *I* HAVE, INCREDIBLE AS IT SEEMS TO *ME*... WHAT DO *YOU* MAKE OF THIS? I RECEIVED IT LAST NIGHT...

COME TO PARIS IMMEDIATELY STOP BRING ONE MILLION DOLLARS NEGOTIABLE BONDS STOP AUTHORIZATION FOR REMOVAL FROM DAILY BUGLE ACCOUNT FOLLOWS STOP URGENT YOU COME AT ONCE STOP

J J JAMESON

ARE YOU *SURE* JONAH WROTE THIS? IT'S MORE THAN *TEN WORDS*, AND YOU KNOW HOW THE RATE GOES *UP* AFTER TEN--

THIS IS *NO JOKE*, PETER. SOMETHING'S HAPPENED TO HIM.

I WANT YOU TO COME *WITH* ME-- *TONIGHT!*

A STUNNED PETER PARKER DOESN'T ANSWER AT FIRST--BUT WHEN HE DOES, IT'S IN THE *AFFIRMATIVE*.

THUS, WITHIN THE *HOUR*, IN AN ALLEY *NOT FAR FROM* PETER'S *COLLEGE*--

--A FAMILIAR WEB-SLINGER *APPEARS*--

--AND *DISAPPEARS*, ALMOST AS QUICKLY AS YOU CAN SAY "*CUT TO*":

PARKER! HEY, PAL--

--LONG TIME NO *SEE!*

FLASH! LIZ!

FLASH BROUGHT ME DOWN FOR A *VISIT*, PETER--

I HAVEN'T *SEEN* YOU SINCE WE FOUND YOUR NEW *APARTMENT!*

WHY DON'T YOU BOTH COME OVER FOR *COFFEE* SOME NIGHT?

SAY--NEXT *MONDAY?*

SURE, PETER.

WONDER WHAT'S UP WITH *HIM?*

WONDER ALL YOU WANT, MR. THOMPSON. PETER'S SIMPLY RUSHING TO A CLASS ALREADY *HALF-OVER...*

...OR IS IT REALLY ALL THAT SIMPLE, IN THE END?

--VITALLY *IMPORTANT* THAT I GO, PROFESSOR WARREN.

OF COURSE, SIR--IT'S UP TO *YOU.*

AMOEBA

PARAMECIUM

YOU'VE *IMPROVED* THIS PAST SEMESTER, MR. PARKER--AND I DON'T SUPPOSE MISSING A WEEK WILL *HURT* YOU.

VERY WELL, I'LL REQUEST A *LEAVE OF ABSENCE* FOR YOU FROM THE *DEAN.*

AND SO, WHEN THE WHEELS OF BUREAUCRACY HAVE CEASED TURNING...

BINGO!

I'M *OFF!*

KENNEDY INTERNATIONAL AIRPORT: *ONE OF THE MAJOR INTERNATIONAL AIRPORTS OF THE EAST COAST, IT ONCE SERVED HUNDREDS OF THOUSANDS OF PEOPLE A **DAY**...*

*BUT THAT WAS IN THE ERA OF **CHEAP FUEL,** WHEN AIRLINE COSTS WERE ALMOST **NEGLIGIBLE,** AND THE VAST MIDDLE CLASS OF AMERICA TRAVELED THE FRIENDLY SKIES AS AN EARLIER GENERATION TRAVELED THE FRIENDLY **RAILS**...*

*AND THOUGH THE AIRPORT IS BY NO MEANS **DESERTED** THESE DAYS AND NIGHTS--*

YELLOW CAB

--IT DOES HAVE A FEW PLACES THAT ARE ALMOST PRIVATE:

ATTENTION. ATTENTION. FLIGHT 907 TO PARIS, FRANCE, VIA LONDON IS NOW BOARDING AT GATE 5.

ATTENTION. ATTENTION. FLIGHT 907--

LOOK, TIGER-- I WANT YOU TO TAKE REAL GOOD CARE OF YOURSELF, OKAY?

SURE THING, MARY JANE --IF YOU'LL ANSWER ONE QUESTION FOR ME BEFORE I LEAVE.

ONE QUESTION...?

WHY DO YOU ALWAYS CALL ME TIGER?

WHY DO I--?

OH, PETEY-- I CALL YOU TIGER 'CAUSE YOU'RE NOT!

NOW, C'MERE, TIGER, AND KISS M-- MMMMMMMM.

SOMETHING HAPPENS.

MAYBE THIS IS THE MOMENT EACH HAS BEEN WAITING FOR.

MAYBE NOW, WHEN THEY ARE ABOUT TO SEPARATE--SOMETHING FINALLY BRINGS THEM TOGETHER.

WHATEVER THE REASON--

--SOMETHING HAPPENS--

--AND NEITHER HE NOR SHE WILL EVER BE THE SAME.

WOW.

WHY DIDN'T YOU EVER TELL ME YOU COULD KISS?

I MEAN...

WOW.

MJ... I...

WHY, PETER-- ARE YOU BLUSHING OR IS THAT ACNE?

AM I WHAT?

IS IT WHAT--?

HA HA HA HA HA HA

AND PETER PARKER LAUGHS.

COME ALONG, PETER. THAT'S OUR PLANE BOARDING UP AHEAD.

WHATEVER YOU SAY, MR. ROBERTSON.

MJ--

--WELL-- I'LL BE BACK.

AND I'LL BE WAITING--

TIGER.

SCCHEECH!

CREEEECH!

THOM THUM

WOOSH!

FAR...
FREAKIN'...
OUT.

SOME TWENTY ODD HOURS AFTER PETER AND MARY JANE HAVE BID FAREWELL, AN INCONGRUOUS RED-AND-BLUE COSTUMED CAPERER MAKES HIS WEB-SLINGING WAY PAST THE **PALAIS DE CHAILLOT** IN THE PLACE DU TROCADERO--

--IN PARIS--

--IN FRANCE.

THE EIFFEL TOWER! ISN'T *THAT* A KICK IN THE HEAD?

ALL MY LIFE I'VE WANTED TO ***SEE*** PARIS--

--AND HERE I AM PLAYING ***SUPER-HERO*** IN THE CITY OF LIGHTS--

--JUST ***THREE DAYS*** AFTER ***CHRISTMAS!***

THE ONLY THING THAT ***WORRIES*** ME IS THE FACT THAT I FORGOT MY ***THERMAL UNDERWEAR.***

NEW YORK IN THE WINTER MAY NOT BE ***TROPICAL--***

--BUT FRANCE IS ***COLD!***

NO DOUBT YOU'RE ASKING YOURSELF: WHAT **EXACTLY** IS GOING ON HERE?

HAVE PATIENCE, AND GIVE US A FEW MORE PAGES OF YOUR TIME, AND WE'LL EXPLAIN...**EXACTLY**...

IF I DIDN'T **KNOW** BETTER--

--I'D BEGIN TO BELIEVE ROBBIE WAS LEADING ME ON A **WILD GOOSE CHASE!**

BUT THAT'S FLAT-OUT **IMPOSSIBLE.**

NOT ONLY IS HE UNAWARE THAT **SPIDER-MAN** IS IN FRANCE...

...HE'S **GOT** TO BE UNAWARE THAT I'M **FOLLOWING** HIM.

NO, MORE LIKELY IT'S A **PLAN.**

NOT **HIS** PLAN--THE KIDNAPPERS'.

THEY TOLD HIM TO HAVE HIS CAB **DRIVE AROUND** LIKE THAT--

--TO **LOSE** ANYONE WHO MIGHT TRY TO TRAIL ROBBIE AND CATCH THE **CROOKS.**

"ORDINARILY, IT WOULD HAVE **SUCCEEDED,** TOO--BUT NOT WHEN THE TRAILER IS YOUR FRIENDLY-NEIGHBORHOOD--**HUH?**

"**THAT VOICE** CALLING TO ROBBIE FROM UNDER THE BRIDGE--

MONSIEUR ROBERTSON...

"--MY SPIDER-SENSE TELLS ME--IT'S THE SAME MAN WHO CALLED US AN **HOUR** AGO!

"ROBBIE'S GOING DOWN THE STEPS--! I'D BETTER GET A **PICTURE** OF THIS FOR THE **BUGLE**--!

ROUGE

"AFTER ALL, THAT'S WHAT THEY **PAY** PETER PARKER FOR, AND--**HEY!**

"ROBBIE'S BEING **ATTACKED!**"

UNNNHHH!

OOOO-KAY! SO MUCH FOR BEING AN *IMPARTIAL OBSERVER!*

THIS IS WHERE I BREAK THE *NATO PACT*--

--ONCE I DISPOSE OF MY TRUSTY *CAMERA!*

QUI--?

THE NAME'S NOT *IMPORTANT,* OLD BOY.

FLIT!

PLOW!

YOU CAN JUST *REMEMBER* ME AS THE GUY WHO FIXED YOUR *PROFILE!*

SURROUND HIM, YOU BUNGLING FOOLS! HE'S ONLY ONE MAN!

STOP HIM, BEFORE HE CAN-- ARRRKKK!*

SO MUCH FOR MY HIGH SCHOOL CLASS IN SPANISH!

I DON'T KNOW WHAT THESE CLOWNS ARE SAYING--BUT IT PROBABLY ISN'T NICE!

PARLAY-VOO TO YOU TOO, BUSTER!

WHOK!

IN THE NAME OF HEAVEN! HE IS A MADMAN!

ONLY THE CYCLONE HIMSELF COULD MOVE SO FAST! WE MUST--

*ALL ITALICIZED DIALOGUE IS TRANSLATED FROM THE FRENCH.--LEN & GER.

THE FRENCHMAN HASN'T THE CHANCE TO FINISH WHAT HE WAS SAYING--

--FOR, ABRUPTLY, HE FINDS HIMSELF UNCON-SCIOUS--

POW!

--AND SPIDER-MAN FINDS HIMSELF ALONE.

THAT WAS QUICK.

COME TO THINK OF IT, EVERYTHING HAS BEEN MOVING QUICKLY SINCE ROBBIE AND I ARRIVED IN FRANCE, THREE HOURS AGO...

"CUSTOMS WAS A BREEZE-- ROBBIE HAD GOTTEN PERMISSION SOMEHOW TO BRING JONAH'S STOCKS INTO THE COUNTRY--

"--AND WITHIN AN HOUR, WE WERE AT OUR HOTEL ON THE BLVD. SAINT-GERMAIN.

"WE'D CHECKED IN, GOTTEN A BITE TO EAT IN THE HOTEL RESTAURANT, AND WERE RETURNING TO OUR ROOM, WHEN--

BRINNG!

YES? YES, THIS IS MONSIEUR ROBERTSON.

WHO?

WHO IS THIS? WHAT ON EARTH ARE YOU--

CLIK

WELL. THAT SETTLES THAT.

WAS THAT JONAH, MR. ROBERTSON? DID HE TELL YOU WHY HE--

NOT JONAH, PETER--HIS KIDNAPPERS.

AS WE SUSPECTED, THOSE BONDS ARE TO BE HIS RANSOM--AND THEY WANT ME TO MEET WITH THEM, TO DECIDE THE METHOD OF DELIVERY.

STAY HERE, SON.

I'LL BE BACK WHEN I CAN.

"NO WAY I WAS GOING TO LET HIM DO THAT.

"SWITCHING TO SPIDEY, I SET OUT TO FOLLOW HIM--

"--AND SOON FOUND MYSELF TAKING A **GRAND TOUR** OF PARIS!

"ROBBIE CAUGHT A **CAB** OUTSIDE THE HOTEL, AND IMMEDIATELY HEADED **NORTH**--

"--ACROSS THE **SEINE RIVER**, RIGHT PAST THE CATHEDRAL OF **NOTRE DAME**, ON THE **ILE DE LA CITE**, AN ISLAND IN THE RIVER THE SIZE OF **WELFARE ISLAND** IN MANHATTAN.

"THEN ROBBIE'S CAB TURNED **WEST** ON THE RUE DE RIVOLI, WENT ON FOR ABOUT FIFTEEN MINUTES--

"--HOOKED AROUND THE **PLACE DE VENDOME**, WHERE THEY HAVE NAPOLEON'S STATUE--

"--AND BY A ROUND-ABOUT ROUTE, WENT ZINGING AROUND THE **ARC DE TRIOMPHE** ON THE **CHAMPS-ELYSEES**,

"BY THAT TIME, I WAS BEGINNING TO GET **SUSPICIOUS**.

"ROBBIE'S CAB HAD MADE ALMOST A COMPLETE **CIRCUIT** OF PARIS, SWINGING NORTH, THEN WEST--AND FINALLY, **SOUTH**, PAST THE **EIFFEL TOWER**--

"--AND I'D JUST ABOUT COME TO THE CONCLUSION THAT HE WAS TRYING TO LOSE A **TAIL**--

"--WHEN HE FINALLY **STOPPED**, HERE ON THE LEFT BANK OF THE **RIVER**."

I GUESS IT WASN'T *ROBBIE* WHO WANTED TO LOSE A TAIL--

--IT WAS *THIS* GROUP, NOT WANTING *WITNESSES* TO ROBBIE'S *ABDUCTION!*

UUNNNNH

SPEAKING OF MY FRIEND, MR. ROBERTSON--

THUNK!

--MAYBE HE'D BETTER CONTINUE *SLEEPING* AWHILE.

HE DOESN'T KNOW SPIDER-MAN'S IN PARIS, AND IT WOULD KEEP THINGS *UNCOMPLICATED* IF HE NEVER *FINDS OUT.*

STILL, THERE *IS* THE PROBLEM OF JJJ. MAYBE I SHOULDN'T HAVE--

WHAM!

EEEYYOW!

CRASH!

SOMETHING-- SENDING ME *FLYING--!* I CAN'T *STOP* MY-- SA*ARRRKKK!*

HEAD'S *SPINNING*-- FEELS LIKE A *WIND* WHIRLING ME AROUND--

HEY--!

IT'S NOT MY *IMAGINATION.*

THAT WIND'S *FOR REAL!*

YOU AMERICANS!

YOU CAN NEVER KEEP FROM *INTERFERING* IN MATTERS WHICH DO NOT *CONCERN* YOU!

IF IT IS NOT *POLITICS*, IT IS *WAR*, AND IF IT IS NOT *WAR*--

--IT IS *CRIME!*

ALWAYS, YOU *INTERFERE*--

--BUT THIS TIME, YOUR INTERFERENCE WILL BE *FUTILE!*

THIS TIME, YOU HAVE ENCOUNTERED --THE *CYCLONE!*

THAT *MAN*-- HE'S TURNED INTO A LIVING *WHIRLWIND!*

HIS VORTEX SUCKED UP ROBBIE AND THOSE THREE KIDNAPPERS--LIKE THEY WERE *TOYS!*

SWUNT!

THE CYCLONE'S LUNGING *TOWARD* ME-- ABOUT TO *ATTACK!*

I'VE GOT TO *DODGE*, OR--*OH*, *NO!*

"HE WASN'T ATTACKING ME--HE WAS STRIKING THE *WALL!*

"AND NOW-- THE ENTIRE BUILDING IS *COLLAP-SING!* I--"

THROOM

HEAR ME, AMERICAN-- AND LISTEN WELL!

--THE VOICE CRIES, ALL AROUND THE STUNNED SPIDER-MAN.

I HAVE YOUR COUNTRYMAN, MONSIEUR JAMESON-- AND I HAVE HIS ASSOCIATE, MONSIEUR ROBERTSON--!

IF ONE MILLION DOLLARS IS NOT PAID TO ME WITHIN TWENTY-FOUR HOURS--

--BOTH MEN WILL DIE!

AND PEPHAPS, WHEN THEY ARE DEAD, AMERICAN INTER-LOPER--

--I WILL NEXT COME AFTER YOU!

THE VOICE FADES, LIKE A WIND DYING IN THE DISTANCE. WITH AN EFFORT THAT IGNORES THE PAIN OF THE MANY BRUISES MARKING HIS BACK AND SIDE, SPIDER-MAN STANDS--

--AND WISHES DESPERATELY HE COULD THINK OF SOMETHING FUNNY TO SAY.

FOR THIS I GAVE UP BIOCHEMISTRY CLASS?

IT'S NOT MUCH--BUT CONSIDERING THE CIRCUMSTANCES, IT'LL DO.

IF YOU READ NO OTHER SPIDER-MAN STORY IN 1975, BE CERTAIN TO READ THIS ONE... A TALE SO INCREDIBLE, IT COULD ONLY BE CALLED--

NEXT ISSUE: the DELUSION CONSPIRACY!

WHO SAYS THIS AINT THE MARVEL RENAISSANCE?

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

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I M-MUST BE SEEING THINGS!

NO PARKING MON—FRI. 9AM TO 9P.M. SAT—SUN. ANE HOLIDAYS 6A.M.-6P.M.

YOU CAN'T BE STANDING THERE! YOU'RE DEAD!

KEEP CITY

IF YOU CAN READ ONLY ONE SPIDEY TALE THIS YEAR, IT HAS TO BE THIS ONE!

THE DELUSION CONSPIRACY!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

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THE DELUSION CONSPIRACY

I ALWAYS THOUGHT PARIS WAS A *QUIET* SORT OF CITY: CULTURED, SOPHISTICATED-- *PEACEFUL.*

BOY, DID I HAVE *MY* HEAD SCREWED ON BACKWARD.

PARIS IS AS NUTTY AS NEW YORK!

NO-- *NUTTIER!*

NOT ONLY DOES *JONAH JAMESON* GET HIMSELF *KIDNAPPED* WHILE ON A SO-CALLED BUSINESS TRIP TO FRANCE--

--BUT WHEN *JOE ROBERTSON* AND I SHOW UP TO PAY THE *RANSOM*--

--SOME CHARACTER NAMED *THE CYCLONE* KIDNAPS *ROBBIE*-- AND LEAVES *ME* BURIED UNDER A HALF-TON OF *RUBBLE!* *

**OUR BREATHLESS SUMMARY OF WHAT HAPPENED *LAST ISSUE*.--LEN.*

I MEAN THAT'S JUST NOT THE WAY TO IMPRESS A FELLA WITH *GAULLIC HOSPITALITY!*

THE PART THAT BOTHERS *ME*, THOUGH--IS *WHY?*

WHY KIDNAP THE PUBLISHER OF THE *DAILY BUGLE*, OF ALL PEOPLE-- AND THEN, WHY KIDNAP HIS *CITY EDITOR?*

SURE THERE WAS A *RANSOM NOTE*-- ACTUALLY A *TELEGRAM* FROM JONAH--

I REMEMBER HOW *SURPRISED* I WAS WHEN ROBBIE *SHOWED* IT TO ME-- OR RATHER, TO *PETER PARKER.*

"AND YES, THERE WAS EVEN A HEFTY SUM OF *MONEY* TO BE PAID, IN NEGOTIABLE STOCKS-- SOMETHING THAT TOOK ROBBIE SURPRISINGLY LITTLE TIME TO *ARRANGE.*

"WE WERE ON OUR WAY *LAST NIGHT*--

"--AND WHEN WE ARRIVED IN PARIS THIS AFTERNOON, ROBBIE GOT A PHONE-CALL DIRECTING HIM TO A *SECRET MEETING.*

"I TAGGED ALONG AS *SPIDEY* IN TIME TO *BEAT UP* ROBBIE'S *OWN* KIDNAPPERS--"

THOOM!

--THEN TO BE BEATEN UP *MYSELF*, BY THEIR BOSS, THE MAN CALLED *CYCLONE!*

WHEN THE *LIGHTS* CAME ON AGAIN, CYCLONE AND HIS BUDDIES WERE *GONE*--AND SO WAS *ROBBIE.*

WHICH LEAVES ME WITH A MILLION DOLLARS IN NEGOTIABLE BONDS IN OUR *HOTEL*--

--A SOMEWHAT SWEATY *SPIDER-SUIT*--

--*AND* A KINGSIZE CONTINENTAL *HEADACHE!*

FACE IT, HERO: THINGS HAVEN'T BEEN GOING YOUR WAY, LATELY.

FIRST YOU DUMP YOUR *SPIDER-MOBILE* IN THE HUDSON RIVER BACK IN NEW YORK--

--THEN YOU RUN INTO A NEW VERSION OF *MYSTERIO**--WITH A WHOLE SET OF ATTENDANT *ILLUSIONS*--!

**IN SPIDEY #141--LEN.*

--AND AS IF THAT WEREN'T *ENOUGH*--

--SOMETHING FINALLY *CLICKS* BETWEEN YOU AND *MARY JANE*--

--JUST AS YOU'RE LEAVING NEW YORK FOR *THIS* DISASTER! WITH YOUR KIND OF LUCK YOU'LL PROBABLY BE STUCK WITH THE BILL FOR THIS *HOTEL*--!

MONSIEUR PARKER--?

NOW WHAT?

YES? I MEAN-- *OUI?*

I AM PLEASED TO HAVE *SEEN* YOU, MONSIEUR. THIS NOTE-- IT WAS DELIVERED ONLY A *MOMENT* AGO.

THANKS.

FIVE WILL GET YOU TEN IT'S FROM THE KIDNAPPERS--

SOON, AFTER RETURNING TO HIS ROOM--

WELL, THAT WAS AN EASY BET.

THEY WANT ME TO *STAY HERE*-- UNTIL THEY SUPPLY ME WITH NEW *INSTRUCTIONS.*

SURE. WHAT *ELSE* AM I GOING TO DO?

SAY-- THERE *IS* ONE THING I CAN DO IN THE *MEANTIME*--

SEVERAL THOUSAND MILES AWAY IN AN APARTMENT ON THE ISLAND CALLED MANHATTAN--

BRINNG!

MY *GOODNESS!* WHO COULD *THAT* BE?

YES? YES, THIS IS *MAY PARKER*, YOU HAVE A TRANS-ATLANTIC CALL FOR *ME?*

WHY, IT MUST BE *PETER!* PETER, YOU DARLING BOY--!

ARE YOU KEEPING *WARM*, PETER DEAR?

YOU *KNOW* I AM, AUNT MAY. I THOUGHT I'D CALL AND LET YOU KNOW I'M *STILL ALIVE.*

NO, THINGS HAVEN'T BEEN *TOO* HECTIC.

YES, FRENCH FOOD *IS* WONDERFUL.

NO, I'M *NOT* STAYING UP TOO LATE.

HOW ABOUT *YOU*, LITTLE LADY--?

OH, I'M *FINE*, PETER.

ANNA WATSON AND I WERE ABOUT TO LEAVE FOR A *MOVIE* WHEN YOU CALLED.

WHY DON'T YOU GO *AHEAD*, THEN?

SOME *VISITORS* HAVE JUST ARRIVED--

NOK NOK

--AND I THINK I'M GOING TO BE *TIED* UP AWHILE.

WHO WAS *THAT*, MAY? DID I HEAR YOU MENTION *PETER*--?

HE'S SUCH A *DEAR* BOY!

ALL THE WAY OVER IN *PARIS, FRANCE*--

AND HE STILL FINDS TIME TO CALL *ME*.

YOUR NEPHEW CERTAINLY IS *EXCEPTIONAL*, MAY.

I'M GLAD THAT HE AND MY NIECE SEEM TO BE-- OH, *WHAT'S* THE PHRASE THEY USE?

I BELIEVE IT'S *"PUTTING IT ALL TOGETHER,"* OR SOMETHING LIKE THAT.

AND I *AGREE* WITH YOU, ANNA. I THINK *MARY JANE* IS SUCH A WONDERFUL GIRL.

REMEMBER WHAT TROUBLE WE HAD *INTRODUCING* THEM?

MY, THE WAY *PETER* ACTED-- YOU'D HAVE THOUGHT HE DIDN'T *WANT* TO MEET HER.

ISN'T THAT *SILLY?*

I'M SIMPLY HAPPY PETER HAD SOMEONE TO *TURN* TO AFTER THE *TERRIBLE* THING THAT HAPPENED TO *GWEN STACY*.

OH, THAT POOR, POOR GIRL, TO DIE SO *YOUNG--!*

WHY DO THE YOUNG PEOPLE DIE, ANNA--

--WHILE WE OLD WOMEN GO ON AND *ON?*

SOMETIMES I THINK--IT SHOULD HAVE BEEN *ME*, NOT THAT DEAR GIRL.

I'VE *LIVED* MY LIFE--BUT *SHE*--

REXALL DRU

YOU SHOULDN'T *THINK* SUCH THINGS, MAY.

WHAT'S DONE IS *DONE*.

NOTHING CAN CHANGE THE PAST-- LEAST OF ALL, FOR POOR *GWEN*.

ANNA--

ANNA, I--

I MUST BE GOING *INSANE--!*

IT CAN'T-- CAN'T BE--

THAT GIRL--

MAY! OOHHEHHH!

GOOD HEAVENS, WHAT'S WRONG?

YOU--YOU LOOK LIKE YOU'VE SEEN A *GHOST!*

I ALWAYS KNEW-- IT WOULD *HAPPEN,* ANNA. MY MIND--

--IT'S FINALLY *GOING.*

WHAT ARE YOU *TALKING* ABOUT?

PROMISE ME YOU'LL LOOK AFTER *PETER--*

--POOR PETER--

--HE'S SUCH-- A DELICATE BOY--

ONE THING WE **PROMISE** YOU: MOST, IF NOT **ALL**, OF THE MYSTERY SURROUNDING WHAT AUNT MAY SAW WILL BE **ERASED** THIS ISSUE.

MEANWHILE: WHAT **ABOUT** "POOR PETER", **ANYWAY?**

UNLESS I MISS MY **GUESS--**

--I'M ABOUT TO BE **THREATENED --VIOLENTLY.**

HAH!

YOU THOUGHT WE WERE THE **BELLHOP**, NO?

YOU **AMERICANS!**

YOU ARE SO **SLY**--BUT THIS SLYNESS, IT IS A **POSE!**

BENEATH IT-- YOU ARE **FOOLS!**

LOOK, **WHOEVER** YOU ARE--I DON'T KNOW **WHAT** YOU WANT--

--BUT INSULTING MY NATIONALITY ISN'T GOING TO GET **EITHER** OF US ANY--

WHHHUURRFF!

IMBECILE! WE WANT THE **MONEY**-- THE **RANSOM.**

YOU WILL BRING IT TOMORROW EVENING TO **NOTRE DAME--**

--OR YOU WILL NEVER SEE YOUR TWO FRIENDS AGAIN--**ALIVE!**

*MORNING COMES AS MORNING **DOES**: COLD AND CLAMMY, GRAY AND **THIN.***

*BEFORE THE **REST** OF THE HOTEL BEGINS TO STIR, PETER PARKER IS UP AND **ABOUT--***

*--COLLECTING A CERTAIN **ATTACHÉ CASE** FROM THE HOTEL SAFE, WHERE JOE ROBERTSON PLACED IT THE NIGHT BEFORE--!*

OUTSIDE, THE STREETS OF PARIS ARE PALE IN THE LIGHT OF EARLY **DAWN.** A CLINGING FOG HANGS OVER THE CITY, LENDING A **MUTED** QUALITY TO THE LONELY SOUNDS OF PETER'S FOOTSTEPS AS HE MOVES DOWN THE NARROW DESERTED STREET...

SENS UNIQUE

ARRÊTE

PARISIANS DON'T BELIEVE IN RISING EARLY ON A **SATURDAY.** THERE'S SOMETHING **INDECENT** ABOUT THE IDEA.

THUS, PETER FINDS HIMSELF **ALONE** WITH HIS THOUGHTS, WANDERING THE BYWAYS AND ALLEYS OF THIS STRANGELY PROVINCAL METROPOLIS--

--WANDERING, UNTIL HE FINDS HIMSELF **HERE:**

A **HARDWARE** STORE. I HADN'T REALLY **THOUGHT** ABOUT IT-- BUT MAYBE THERE'S A WAY TO **DEFEAT** THE CYCLONE.

AND MAYBE I CAN FIND WHAT I **NEED**-- IN A PLACE LIKE THIS!

A MOMENT AGO, PETER PARKER WAS **DEPRESSED,** LISTLESS AND MORE THAN USUALLY **GLOOMY.**

NOW HE'S PRACTICALLY **EXPLODING** WITH EAGERNESS.

TALKING QUICKLY, HE EXPLAINS TO **THE BILINGUAL SHOPKEEPER** WHAT HE WANTS--

--AND, AFTER COMPLETING THE NECESSARY FISCAL TRANSACTIONS, TAKES **POSSESSION** OF THE PURCHASED EQUIPMENT, SETS IT ON A TROLLEY--

--AND VANISHES INTO THE MORNING **MIST--**

--HEADING, IT MIGHT BE WELL TO NOTE, TOWARD THE **CATHEDRAL OF NOTRE DAME!**

THE DAY PASSES WITH ALMOST UNENDURABLE **SLOWNESS.** AFTER COMPLETING HIS ARRANGEMENTS AT NOTRE DAME, PETER CHANGES TO HIS WEB-SLINGING **ALTER-EGO,** FOR SOME TENSION-RELIEVING **ACTION** DURING THE REMAINDER OF THIS LONG, CHILLY DAY...

FINALLY, HAVING COVERED MOST OF PARIS THREE TIMES **OVER,** SPIDEY TURNS AT LAST TOWARD THE ISLAND SET IN THE CENTER OF THE **SEINE RIVER--**

--THE ISLAND ON WHICH SITS THE CENTURIES-OLD CATHEDRAL THAT IS HIS DESTINATION.

NOW I KNOW HOW **QUASIMODO** FELT, LOOKING AT THOSE **GARGOYLES.**

THERE'S SOMETHING **PEACEFUL** ABOUT THOSE STONE STATUES.

THEY DON'T HAVE TO **DEAL** WITH LIFE-- WHILE **I DO.**

SOME DAYS I ALMOST WISH THE WORLD WOULD **GO AWAY,** SO I WOULDN'T HAVE TO **WORRY** ABOUT THINGS.

BUT IF IT **DID--** IF EVERYTHING THAT BOTHERED ME **VANISHED--**

--THEN ALL THE **GOOD** THINGS WOULD VANISH **TOO--**

--INCLUDING GOOD THINGS LIKE MARY JANE!

SO MUCH FOR STOPPING THE WORLD AND GETTING OFF.

I GUESS MY TROUBLES ARE HERE TO STAY.

MEANWHILE, INSIDE THE CATHEDRAL--

I TRUST YOU ARE COMFORTABLE, MON AMI?

THE TRIP HERE DID NOT OVERLY DISCOMMODE YOU, NO?

LISTEN, YOU--!

I'M AN AMERICAN CITIZEN, AND YOU CAN'T JUST KIDNAP--

AHH, BUT I CAN, MONSIEUR JAMESON. I HAVE.

THE PROBLEM WITH YOU AMERICANS IS--YOU CANNOT UNDER-STAND YOUR OWN VULNER-ABILITY.

WE EUROPEANS, HOWEVER-- WE HAVE EXPERIENCED DEFEAT ON A VERY PERSONAL LEVEL. IT HAS MADE US STRONG.

YOU AMERICANS-- ARE WEAK.

THAT'S WHY YOU HAD TO USE THAT CYCLONE GADGET, EH?

BECAUSE YOU'RE SO STRONG--?

THIS?

MONSIEUR, THIS DEVICE COULD HAVE BEEN THE WORLD'S BUT YOUR COUNTRY REFUSED IT--

"--AND REJECTED ME."

"I WAS A N.A.T.O. ENGINEER, AND I DEVELOPED THE CYCLONE AS A WEAPON OF WAR--

"--BUT WAS TOLD THAT N.A.T.O. DID NOT REQUIRE MY INVENTION, SINCE ALL EXOTIC WEAPONRY WOULD BE PURCHASED ONLY FROM AMERICA."

"I WAS ALSO TOLD--"

"--N.A.T.O. DID NOT NEED ME."

SO THAT'S IT.

YOU'RE BLAMING AMERICA --AND AMERICANS --BECAUSE OF YOUR OWN INCOMPE-TENCE!

YOU'RE CRAZY!

CRAZY? CRAZY, MONSIEUR? IT IS CRAZY TO DESIRE *REVENGE?*

AU CONTRAIRE, MON AMI-- IT IS *YOU* WHO ARE INSANE IF YOU THINK TO *INSULT* ME--

--AND *LIVE!*

HEY, GANG--WHAT'S WITH ALL THE *ROUGH STUFF?*

I THOUGHT THIS WAS A *KIDNAPPING--*

--OR DON'T YOU WANT THE *RANSOM* AFTER ALL?

THE *STOCKS!* THEN--WE HAVE *WON!*

WITH THE MONEY THIS WILL BRING, WE CAN--

SNIP!

SORRY, CHARLIE--

--BUT I JUST DON'T LIKE YOUR *ATTITUDE.*

WHEN A FELLA BRINGS YOU A *PRESENT,* YOU'RE SUPPOSED TO SAY *THANK YOU--*

--OR IN *YOUR* CASE, *MERCI BIEN.*

BOK

BATOOM!

FACE IT, FELLAS-- YOU'VE GOT NO *CLASS.*

TALK ABOUT GUYS WITH NO CLASS-- *YOU* TAKE THE PRIZE, CYCLONE.

PIG! I WILL *FLATTEN* YOU!

SEE? THAT'S *JUST* WHAT I MEAN:

THERE I WAS, RIGHT IN THE MIDDLE OF AN *ELUCIDATION*-- AND *YOU* INTERRUPT ME!

WHAM!

AS I WAS SAYING, CYCLONE-- YOU'VE GOT NO *CLASS*.

I MEAN, PICKING A *CHURCH* TO HIDE YOUR *KIDNAP VICTIMS*--

AFTER ALL, THERE ARE PEOPLE WHO WOULD HAVE *PAID* TO HAVE YOU *KEEP HIM*-- *HEY!*

--THAT'S REALLY *CALLOW*, CYCLONE-- REALLY *CALLOW*.

PROW!

--YOU'D NEVER HAVE KIDNAPPED A CLOWN LIKE *J. JONAH JAMESON*.

AND *ANOTHER* THING: IF YOU HAD ANY CLASS IN THE *FIRST* PLACE--

WHOOOSH

WHOOSH!

OH, NO-- NOT AGAIN!

OUI, MON ENEMI-- *AGAIN!* I CONTROL THE FORCE OF A HUNDRED *CYCLONES,* THE POWER OF THE MIGHTIEST *VORTEX--*

--AND WITH IT I SHALL *DESTROY YOU!*

FOR THE SECOND TIME YOU HAVE CHOSEN TO *INTERFERE* IN MATTERS WHICH ARE NOT YOUR *CONCERN.*

OOOO

THE WIND'S SO STRONG-- IT'LL KNOCK ME THROUGH A *WINDOW*, UNLESS--

DID IT!

NOW, IF I CAN ONLY SLIP DOWN THE *EYE* OF THIS *VORTEX*, I'LL BE ABLE TO--

WHOOT!

THUMP!

SO MUCH FOR *THAT* BRAINSTORM.

I'LL HAVE TO TRY MY *ORIGINAL* PLAN--AND HOPE THERE'S ENOUGH *ELECTRICITY* IN THIS CATHEDRAL FOR MY GADGET TO *WORK--!*

WHUSH!

BECAUSE, IF THERE *ISN'T--*

SHOOM!

--IN ABOUT *THREE SECONDS--*

FOOM!

--THIS SPIDER IS GONNA BE *SQUASHED!*

SURPRISE!

WHAT IS THIS, AMERICAN? A *JEST?* DO YOU PLAN TO USE A SIMPLE *FAN* AGAINST THE MURDEROUS FORCE OF THE ALL POWERFUL *CYCLONE?*

I WOULDN'T HAVE PUT IT IN PRECISELY THOSE *TERMS,* HANDSOME--

BUT--YEAH, THAT'S THE GENERAL *IDEA!* A FAN--CREATING A VORTEX IN *REVERSE* TO YOUR OWN!

CLIK!

BUT THIS IS *INCREDIBLE!* DON'T YOU REALIZE WHAT I *AM?*

I AM THE CYCLONE! I AM *POWER INCARNATE!*

NOTHING CAN STOP ME!

--NOTHINNNGGGG

WHABOOM!

NEVER UNDERESTIMATE THE GENIUS OF GOOD OL' *YANKEE INGENUITY*, CYCLONE!

IT'LL BRING YOU DOWN EVERY *TIME*.

IT ISN'T *FAIR!* WHY DID I HAVE TO BE SAVED BY *HIM?*

DON'T LOOK A GIFT HORSE IN THE *MOUTH*, JONAH.

YOUR FRIEND ROBERTSON IS *RIGHT*, JAMESON. AS A MATTER OF FACT, I WAS TRYING TO SAVE *HIM*--NOT *YOU*.

WHY, YOU COSTUMED *CREEP!* I'VE *HALF A MIND* TO--

RIGHT ON, JAMESON. YOU'VE GOT *HALF A MIND*.

THAT *DOES* IT, PUNK. I'LL MAKE YOU *PAY* FOR THAT CRACK! I'LL--

SAY, *MR. JAMESON*--ARE YOU AND MR. ROBERTSON GOING TO BE DOWN THERE MUCH *LONGER?*

I'VE GOT ALL THE PICTURES WE'LL NEED FOR THE *DAILY BUGLE*--

--BUT IF YOU WANT, I CAN TAKE SOME *MORE*.

THAT'S *PETER PARKER'S* VOICE! WHERE--?

HE'S UP IN THE *BELFRY*, WHERE I *LEFT* HIM.

I'LL LET *HIM* TELL YOU HOW I GOT INVOLVED, JONAH--THOUGH IF I'D KNOWN HOW *GRATEFUL* YOU'D BE--

--*BELIEVE* ME, I WOULD HAVE THOUGHT *TWICE!*

HERO... I THINK YOU PULLED IT *OFF*.

THANKS TO THIS REMOTE-CONTROL ACTIVATED *TAPE RECORDER*, I'VE CONVINCED JONAH THAT PETER PARKER AND SPIDER-MAN WERE HERE *SIMULTANEOUSLY*.

THAT'LL ELIMINATE *SOME* EMBARASSING QUESTIONS--

--AND THE REST I'LL HAVE TO DODGE ON THE LONG WAY *HOME!*

DODGE HE **DOES**, AND BY THE TIME PETER AND HIS TWO EMPLOYERS LAND AT **KENNEDY INTERNATIONAL AIRPORT** SOME TWENTY-ODD HOURS LATER, MOST--IF NOT ALL--OF JONAH JAMESON'S SUSPICIONS HAVE BEEN **QUELLED.**

FOR OUR HARDY HERO, **ONE** ADVENTURE IS OVER.

WHAT HE DOESN'T **KNOW** IS--

--**ANOTHER,** MORE **COMPLEX** ADVENTURE IS ABOUT TO **BEGIN!**

I THOUGHT **MARY JANE** WAS GOING TO MEET US, PETER?

SO DID **I,** MR. ROBERTSON.

I SENT HER A **TELEGRAM** FROM PARIS BEFORE WE LEFT-- BUT I GUESS SHE COULDN'T **MAKE** IT.

WHO **CARES** ABOUT YOUR SCATTER-BRAINED GIRL FRIEND, PARKER?

DON'T YOU REALIZE--I COULD HAVE BEEN **KILLED** IN PARIS? ME, A KIND-HEARTED PUBLISHER WHO WOULDN'T HURT A BLASTED **FLY?**

GOOD OLD **JONAH.** WE'LL BE HEARING ABOUT HIS ADVENTURES FOR THE NEXT **SIX MONTHS!**

I WONDER WHY MARY JANE **DIDN'T** MEET US? I'VE BEEN THINKING ABOUT HER A **LOT** LATELY--

--AND UNLESS I'M WAY OFF BEAM, I THINK SHE'S BEEN THINKING A LOT ABOUT **ME.** MAYBE WE--HUH?

SAY, **PARKER**--THIS **IS** YOUR APARTMENT HOUSE, ISN'T IT?

IT SURE **IS** MR. JAMESON.

NO PARKING

THEN WHAT'S **ANNA WATSON** DOING AT YOUR **FRONT DOOR?**

WITHOUT ANSWERING, PETER SHOVES HIS WAY OUT OF THE CAB AND SLAMS THE CAR DOOR **BEHIND** HIM--

MRS. WATSON-- **WHAT--?**

IT'S YOUR **AUNT MAY,** PETER--!

SHE'S IN THE **HOSPITAL.** SHE SAW-- I DON'T KNOW HOW TO **EXPLAIN,** PETER--

--UPSTAIRS-- YOUR APARTMENT--!

PETER DOESN'T **WAIT** FOR ANNA WATSON TO FINISH; HIS HEART IS **POUNDING**--

--WITH **FEAR** FOR HIS AUNT--

--AND WITH **ANOTHER** EMOTION--

--COMPOUNDED OF A LURCHING **PREMONITION**--

--AND THE SUDDEN, OVERWHELMING KNOWLEDGE THAT AFTER TONIGHT-- **HIS WORLD WILL NEVER BE THE SAME:**

GWEN?

YOU'RE-- ALIVE--?

FOR ONE MIND-STUNNING INSTANT, PETER **STARES**-- AND THEN IT ALL GOES--**BLACK.**

IF YOU THINK **THIS** IS A WAY-OUT ENDING FOR A MADCAP MARVEL MAG, WAIT TILL YOU SEE WHAT'S IN STORE FOR YOU **NEXT** TIME, WHEN PETER FINDS OUT--

NEXT ISSUE:

THE SCORPION'S BACK IN TOWN!

WHEW! WHO SAYS THIS ISN'T THE **MARVEL AGE OF COMICS?**

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

THE SCORPION STINGS BUT ONCE!

BUT IN HIS CASE-- ONCE IS PLENTY!

YOU'RE ALL WASHED UP, WEB-SLINGER!

ALL THIS--AND GWEN STACY TOO!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST* * FRANK GIACOIA + DAVE HUNT *INKERS* * ARTIE SIMEK *LETTERER* P. GOLDBERG *COLORIST* * LEN WEIN *EDITOR*

PLACE: PETER PARKER'S NEW APARTMENT.

TIME: FIVE MINUTES AFTER THE END OF OUR LAST ISSUE.

THE CAST: WELL-- LOOK FOR YOURSELF, FRANTIC ONE!

WELL, PARKER, IT'S FINALLY *HAPPENED*, HASN'T IT?

GWEN STACY IS ALIVE AND, WELL.....?!

AFTER ALL THESE YEARS, AFTER ALL THE BATTLES YOU'VE FOUGHT AS *ME*-- YOU'VE FINALLY GONE OFF THE *DEEP END*.

YOU'RE *STARKERS*, PARKER.

CRACKERS.

CRAZY.

NUTS.

FACE IT, FELLA-- YOU'RE A PRIZE *CANDIDATE* FOR A ONE-WAY TRIP TO THE *LOONEY-BIN!*

PETER...?

NOW, LET'S SEE: I WAS IN *PARIS* WITH JONAH JAMESON AND ROBBIE ROBERTSON.*

RIGHT, GOT IT.

*LAST ISSUE. --LEN.

PETER...?

WE GOT ON A PLANE AND CAME *HOME.* RIGHT, YEAH --THAT'S WHAT WE *DID,* ALL RIGHT.

PETER, ARE YOU *OKAY...?*

THEN--THIS IS THE *TRICKY* PART-- I ARRIVED *HERE.*

I ARRIVED *HERE,* AND MET MRS. WATSON AT THE *DOOR.*

AND *SHE* SAID--

PETER, *WHAT'S WRONG?* I DON'T *UNDERSTAND* WHY YOU'RE ACTING SO- SO *STRANGELY--!*

DON'T TOUCH ME! PLEASE-- NOT TILL I'VE WORKED THIS *THROUGH!*

I ARRIVED AT THE DOOR, AND MRS. WATSON SAID MY AUNT MAY WAS IN THE *HOSPITAL--*

--BECAUSE SHE SAW--SAW-- *SOMETHING.*

MRS. WATSON COULDN'T TELL ME *WHAT--*

--SHE WAS TOO *UPSET*--SO SHE TOLD ME TO *COME UP HERE--*

--COME UP HERE--

--WHERE I'D SEE--

--YOU!

YOU--"GWEN STACY"--THE ONLY GIRL I EVER LOVED--

--A GIRL WHO WAS KILLED MONTHS AGO BY THE GREEN GOBLIN!*

PETER-- Y-YOU'RE-- YOU'RE HURTING ME--!

*AS TOLD IN THOSE EPIC ISSUES, SPIDER-MAN #121 & 122.--LEN.

YOU'RE LUCKY I DON'T BELT YOU IN THE MOUTH, SISTER.

WHATEVER YOUR GAME IS, IT WON'T WORK.

GWEN STACY IS DEAD. SHE'S DEAD. AND THAT MAKES YOU--

--AN IMPOSTER!

DO ME A FAVOR, LADY. CRAWL BACK IN YOUR HOLE.

NICE TRY-- BUT I'M NOT BUYING!

PETER... DID YOU SEE HER? WAS SHE....?

NO, MRS. WATSON-- SHE WASN'T. WHO-EVER PUT HER UP TO IMPERSONATING GWEN HAS SOME SICK SENSE OF HUMOR--

--AND WHEN I FIND OUT WHO HE IS, I'LL SHOW HIM A FEW JOKES--OF MY OWN!

PARKING MON-FRI

A FEW MOMENTS LATER, A SEETHING PETER PARKER ARRIVES ON A SNOW-COVERED ROOFTOP, WHERE...

MAN, DOES THAT MAKE ME MAD. NOT JUST FOR WHAT SEEING "GWEN" DID TO ME--

--BUT FOR WHAT IT'S PROBABLY DONE TO AUNT MAY!

ANNA WATSON SAID AUNT MAY WAS IN THE HOSPITAL-- AND I CAN GUESS WHY.

I'D BETTER GET TO HER AS QUICKLY AS I CAN--

--AND THAT MEANS TRAVELING SPIDER-MAN STYLE!

POOR AUNT MAY MUST THINK SHE'S GOING INSANE-- LIKE I ALMOST THOUGHT--AND THE SHOCK MUST HAVE BROUGHT ON HER OLD HEART TROUBLE!

WELL, THAT'S JUST ONE MORE THING THE MYSTERY MAN BEHIND GWEN'S RESURRECTION IS GOING TO PAY FOR--

--WHICH IS WHY I'M GLAD MY WEB-SHOOTERS ARE STILL IN TIP-TOP SHAPE!

BECAUSE, WHEN I FIND HIM--AND I WILL--I'M GOING TO TRUSS THAT CLOWN UP--

--AND--

--AND--

HECK, I DON'T KNOW WHAT I'M GOING TO DO.

THERE'S A NOTE OF PAINED **RESIGNATION** IN OUR HAPLESS HERO'S VOICE; A TONE WHICH WOULD HAVE **SHOCKED** HIM ONLY A FEW **HOURS** AGO.

A MAN CAN TAKE ONLY **SO MUCH** FROM THE WORLD BEFORE HE GETS A LITTLE **PUNCH-DRUNK.** ONE DAY, THE BURDEN HE HAS TO BEAR GETS JUST A BIT **TOO HEAVY--**

--AND THE DELICATE STRUCTURE OF HIS EMOTIONS COMES TUMBLING **DOWN--**

--AND ALL AT ONCE, HE CEASES TO **CARE.**

SO, WHILE OUR WORLD-WEARY PROTAGONIST JOURNEYS CROSS-TOWN TO THE HOSPITAL WHERE HIS **AUNT MAY** IS KEPT IN INTENSIVE CARE, WE'LL TAKE OUR LEAVE, AND LOOK **ELSEWHERE** FOR OUR ENTER-TAINMENT--

PRISON BUS

SPECIFICALLY, WE'LL LOOK **HERE:** A FEDERAL PENITEN-TIARY IN **NEW JERSEY,** WHERE A CERTAIN INMATE IS IN THE PROCESS OF BEING PROCESSED **OUT.**

TAKE A **CLOSE LOOK,** READER. YOU MIGHT **RECOGNIZE** THE MAN...

FOR WE HAVE, AFTER ALL, SEEN HIM **BEFORE...**

YOU WERE A **MODEL PRISONER,** GARGAN. IF YOU DON'T MIND--

--I'D LIKE TO SHAKE YOUR **HAND.**

SAVE IT FOR **SUNDAY SCHOOL,** PAL. I'VE SERVED MY **TIME.**

JUST LET ME **OUT.**

CRUMMY GUARDS. THEY THINK I'M A *CHANGED MAN*-- 'CAUSE I NEVER MADE ANY TROUBLE ALL THE TIME I WAS IN *STIR.*

HA. IF THEY ONLY KNEW *WHY--!*

NEW YORK

A SHORT BUS TRIP LATER, OVER THE WASHINGTON BRIDGE, IN UPTOWN *MANHATTAN...*

I WAS COOL 'CAUSE I *HAD* TO BE COOL.

NOW THAT I'M *FREE--*

HOTEL

--I'M GOIN' BACK TO WHAT I DO *BEST:* BEIN' A *CROOK.*

HELLO, WORLD-- HERE COMES *THE SCORPION!*

THERE; THAT WASN'T *TOO* LONG A BREAK, WAS IT? ONLY SIX PANELS.

LET'S SEE WHAT'S HAPPENED TO OUR FAVORITE WEB-SLINGER IN THE *INTERIM:*

HE'S ARRIVED AT THE *HOSPITAL--*

--MADE A FAST *COSTUME-CHANGE*--AND AFTER WANDERING UP AND DOWN SEVERAL GRAY-AND-GREEN PAINTED *CORRIDORS*, HE'S *FOUND:*

AUNT MAY!

PLEASE, SIR--KEEP YOUR *VOICE* DOWN. THIS WOMAN NEEDS REST--AND THAT MEANS *QUIET.*

SORRY--BUT SHE'S MY *AUNT.*

WILL SHE BE OKAY? CAN I *SEE* HER SOON?

WAIT OUTSIDE. I'LL CHECK WITH THE *DOCTOR.*

ALL RIGHT, SIR. YOU CAN GO IN NOW.

BUT... SHE'S SO HEAVILY MEDICATED, SHE DOESN'T KNOW I'M *HERE*. WHAT IF SHE...?

NO. I MUSTN'T *THINK* ABOUT THAT. ALL MY LIFE, AUNT MAY HAS WORKED FOR ME--*SACRIFICED* FOR ME--

--AND IF SHE DIES NOW, WITHOUT MY HAVING A CHANCE TO TELL HER AGAIN HOW MUCH IT'S ALL *MEANT* TO ME--! NO! I *WON'T* THINK ABOUT IT. I *CAN'T!*

WHAT HAPPENED TO HER IS *MY FAULT*--

SOMEONE, TRYING TO GET *REVENGE* ON SPIDER-MAN, LEARNED MY SECRET IDENTITY-- AND WANTS TO DRIVE ME *CRAZY* WITH THAT "GWEN" *IMPOSTER.*

BUT--INSTEAD OF HURTING *ME*--

THEY'VE HURT *AUNT MAY!* I FEEL TERRIBLE. JUST *TERRIBLE!*

PETER...YOU'RE SO *PALE,* DEAR BOY! HAVE YOU BEEN WEARING YOUR WARM CLOTHES? I HOPE YOU HAVEN'T CAUGHT A *COLD...!*

NO, AUNT MAY-- FEELING *FINE* NOW. JUST *FINE!*

BRUSH THAT *TEAR* FROM YOUR EYE, READER, AND COME WITH US A FEW HOURS *FORWARD* IN TIME:

FIRST

IT'S NOW **9:05** IN THE MORNING OF A BLUSTERY MARCH DAY, AND THE BANKS IN NEW YORK ARE JUST OPENING FOR **BUSINESS**--

--THE **USUAL** BANKING BUSINESS DEALING WITH DEPOSITS--

--AND WITHDRAWALS!

SCRASH!

MR. COOPERTON... TH-THAT **MAN...!** HE JUST... THE **WINDOW**... HE...

DON'T STAND THERE **BABBLING,** YOU IDIOT! **THE ALARM--!**

PUSH THE ALARM!

TOUCH **ANYTHING,** AND YOU'RE **DEAD.**

I'VE BEEN OUT OF **CIRCULATION** A WHILE, SO IN CASE YOU DON'T **RECOGNIZE** ME--

--I'M THE SCORPION!

THAT'S **SCORPION,** PAL! YOU KNOW--

--THE GUY WITH THE STAINLESS-STEEL STING!

SOMETHING TELLS US WE'RE GOING TO HAVE **TROUBLE** WITH THAT MAN.

AS FOR PETER PARKER, HE'S **ALREADY** GOT TROUBLE ENOUGH--

NO, GWEN-- DON'T **FALL**--

--A FACT WHICH IS **APPARENT** WHEN WE TAKE A LOOK WITHIN THE CLOUDED WORLD OF PETER'S **NIGHTMARE:**

"NOT **AGAIN!** PLEASE, GOD--DON'T LET HER FALL **AGAIN!** I CAN'T **STOP** HER--MY WEB-BING WON'T **REACH** THAT FAR!

"SHE'S GOING TO BE **KILLED!**

"YOU! IT'S YOUR DOING, GOBLIN! **YOU** KILLED GWEN STACY-- **YOU** KNOCKED HER OFF THE BRIDGE!

"YOU'LL **SUFFER** FOR THAT GOBLIN! I KNOW WHO YOU ARE--I **KNOW** YOU'RE **NORMAN OSBORN!**

"WHO? **HARRY?** MY **BEST FRIEND?**

"GWEN, OH, GWEN--EVERY-THING'S SO CONFUSED. FIRST NORMAN OSBORN WAS THE GREEN GOBLIN, THEN HE **DIED**--AND NOW HARRY BLAMES **ME**--AND HARRY'S GONE **CRAZY!**

"--DEAD?

"BUT--YOU'RE **NOT** DEAD! I CAN SEE YOU IN MY **APARTMENT!**

"THEN-- WHO **IS** DEAD? WHO--?

"AUNT MAY!

"BUT--YOU CAN'T **HEAR** ME, CAN YOU? HOW CAN YOU HEAR ME, WHEN YOU'RE--

"NOT YOU! NOT YOUUUUUUUU--"

YYYOUUU--

UHH.

OH.

OH, WOW.

THAT'S WHAT I CALL A NIGHTMARE.

UNSTEADILY, PETER **STAGGERS** HIS WAY ACROSS THE HOSPITAL CORRIDOR TO A WATER-FOUNTAIN, AWARE OF THE MUSCLES **CRINKED** IN HIS NECK, OF THE **ACHE** IN HIS SPINE--

--OF THE VOICE ON A NEARBY **RADIO**--

INFORMATION

--INTERRUPT THIS PROGRAM FOR THIS SPECIAL NEWS BULLETIN:

LESS THEN TWENTY MINUTES AGO, IN THE WALL STREET AREA, A DARING DAYLIGHT ROBBERY WAS SUCCESSFULLY ENACTED BY THE COSTUMED CRIMINAL KNOWN AS **THE SCORPION.**

A POLICE SPOKESMAN HAS CONFIRMED THAT THE SCORPION MADE OFF WITH OVER FIFTEEN THOUSAND DOLLARS IN BANK CURRENCY--

--AND THAT THE SCORPION WAS LAST SEEN HEADED NORTH, TOWARD MIDTOWN. POLICE ADVISE THAT THE SCORPION IS **DANGEROUS**, IS ARMED, AND HAS A REPUTATION--

I DON'T CARE **BEANS** ABOUT THE SCORPION'S **REP**--BUT **ONE** THING'S FOR SURE:

AFTER THE **DREAM** I JUST HAD, I'M IN NO MOOD FOR **BENCH-WARMING.**

THE DOCTORS SAY AUNT MAY'S CONDITION HAS **STABILIZED**, SO--

AUNT MARTHA'S HOME MADE PIES

AN HOUR CREEPS BY. THEN **TWO.** NOON LOOMS IN THE NEAR DISTANCE, AND THOUGH HE'S FORAGED THE LENGTH OF SNOW-COVERED MANHATTAN, OUR HERO HASN'T UNCOVERED A CLUE AS TO THE SCORPION'S WHERE-ABOUTS...

IN FACT, HE'S ABOUT READY TO **GIVE UP--!**

I'LL KEEP WITH IT FIFTEEN MORE MINUTES--THEN I'M HEADING BACK TO THE **HOSPITAL.**

IF SOMETHING DOESN'T HAPPEN SOON: I'M **THROUGH.**

ACTUALLY, SOMETHING DOES **INDEED** "HAPPEN SOON"--

--BUT IT DOESN'T HAPPEN **HERE,** IT HAPPENS IN THE PAGES OF **MARVEL TEAM-UP #33,** STILL ON SALE.

THROUGH THE AEGIS OF THE FAMED **MARVEL TIME PARADOX,** WE'LL RETURN TO OUR HERO **AFTER** THE EVENTS PORTRAYED IN THAT ISSUE --TO FIND HIM **EXHAUSTED,** AND NO CLOSER TO LOCATING THE SCORPION THAN **BEFORE** --HE **THINKS:**

I COULD **KICK** MYSELF. NIGHTHAWK OFFERS ME A CHANCE AT AN HONEST **FRIENDSHIP--**

--AND **I** THROW IT BACK IN HIS **FACE!***

IT MAKES ME WONDER IF I **LIKE** BEING DISLIKED--AND THAT'S A CAN OF PEAS I'D RATHER NOT **OPEN!**

WITH **MY** LUCK, I'LL DECIDE-- **HUH?**

MY SPIDER-SENSE-- **TINGLING!** WHAT--?

*CONFUSED? WE **TOLD** YOU TIME HAS PASSED. CHECK OUT **MARVEL TEAM-UP #33,** IF YOU'RE CURIOUS. --LEN.

NOT "WHAT", YOU WALL-CRAWLING HAS-BEEN! WHO!

THE SCORPION!

KRAK!

THOUGHT WE'D NEVER GET TO IT, HUH, LONG-SUFFERING ONES? WELL, DON'T LOOK NOW--BUT IT'S **ACTION** TIME!!

YOU THOUGHT YOU COULD *HIDE* FROM ME *FOREVER*, DIDN'T YOU?

FWIPP!

AND THAT IF I *FOUND* YOU--YOUR *WEBBING* WOULD *PROTECT* YOU!

BUT YOU WERE WRONG, SPIDER-MAN!

I CAN HEAR YOU *BREATHING* BEHIND YOUR MASK --AND THAT'S ALL I *NEED*, CREEP!

I'VE GOT YOU *NOW!*

KRAK!

YOU'VE GOT *ME?* AREN'T YOU *REVERSING* THINGS, SCORPION?

WHILE YOU'RE *BUSY* PRYING OFF MY WEBBING--

--I'VE GOT *YOU!*

NO!

I SPENT *ALL DAY* HUNTING FOR YOU--

--JUST AS I SPENT THE PAST *TWO YEARS* DREAMING OF MY *REVENGE!*

TAK!

POW!

IT MIGHT'VE BEEN *CAPTAIN AMERICA* WHO PUT ME IN JAIL THIS *LAST* TIME*--

*C.A.#152 --LEN.

--BUT IT WAS *YOU* WHO *FIRST* GAVE ME GRIEF--

--AND IT'S *YOU* I'M GONNA *DESTROY!*

UHHHH!

CAN'T TAKE MUCH *MORE* OF THIS--!

I'VE GOT TO *DROP* HIM-- GET MY *HEAD CLEARED--!*

WHAM!

SAY--THAT *CEMENT PROCESSING PLANT* DOWN THERE: IT'S EXACTLY WHAT I *WANT.*

IF I *TIME* THIS PROPERLY--

THWAP!

HAH! RIGHT INTO THAT *SAND PILE!*

THAT SHOULD SLOW THE SCORPION DOWN A BIT--

--I *HOPE.*

HEY--WHERE'D HE *GO?* THERE'S NO SIGN OF HIM *ANYWHERE!*

WHOOPS! *BEHIND* ME--! HE MUST HAVE BURROWED THROUGH THE SAND--AND NOW HE'S GOING TO--

SPRASH!

WOP!

OWWW!

MY FIGHT WITH THE *METEOR MAN* TOOK MORE OUT OF ME THAN I THOUGHT!*

THE SCORPION'S STILL FRESH--*UN-TIRED--!* HE'S MAKING *MINCE-MEAT* OUT OF ME!

THE *IRONIC* PART IS: WHILE I WAS LOOKING FOR *HIM*-- HE WAS LOOKING FOR *ME!*

WAM!

IF ONLY WE'D FOUND EACH OTHER *EARLIER*-- *URRRFF!*

*SEE M.T.U. #33. --LEN.

STAND STILL, BLAST YOU!

HOW CAN I SMASH YOU WHEN YOU WON'T *STAND* STILL?

THAT'S A REAL *TOUGH QUESTION*, SCORPY, OLD BEAN.

SUPPOSE YOU GIVE ME A COUPLE OF MINUTES TO THINK OUT AN *ANSWER*-- OKAY?

I WON'T LET YOU *MOCK* ME, SPIDER-MAN!

I'VE WAITED TOO LONG-- AND I'VE BEEN THROUGH *TOO MUCH*--TO HAVE YOU LAUGH AT ME, AND LET YOU *LIVE!*

DID YOUR DOCTOR EVER TELL YOU ABOUT *HYPERTENSION*, SCORP?

IT'S REALLY NOT GOOD FOR YOUR *HEART*.

SHUT UP!

WHY? DO MY CLEVER COMMENTS *BOTHER* YOU, SCORPY, OLD BOY?

BROM!

GEE, I'M AWFULLY *SORRY* ABOUT THAT!

WISE-MOUTH! YOU'D FOR-GOTTEN MY STING, HADN'T YOU?

THWANG!

I CAN USE IT LIKE A SPRING-- AND PROPELL MYSELF FORWARD, FASTER THAN YOU CAN MOVE!

GOOD FOR YOU, HAND-SOME: BUT CAN IT PLAY THE VIOLIN?

BWAM!

I WON'T LISTEN, SPIDER-MAN-- I WON'T HEAR YOUR SARCASM! I WON'T HEAR YOUR INSULTS!

--AND I'M GOING TO SQUEEZE--

--AND SQUEEZE--

BAP!

THAT'S THE QUESTION ALL AMERICA IS PANTING TO HAVE ANSWERED!

I'VE GOT YOU IN MY SCORPION-GRIP--

--UNTIL I'VE CRUSHED THE LIFE OUT OF YOUR TWISTED LITTLE CORPSE!

SNAP!

THE RAILING-- IT'S BREAKING--!

AHA!

THIS IS THE *END*, SPIDER-MAN! I'VE WON *AT LAST!*

YOU'VE FALLEN INTO THE *MIXING VAT* FOR THE *CEMENT!*

ALL I NEED TO ADD IS *WATER--*

"--AND SPIDER-MAN WILL BECOME A **CONCRETE STATUE**: A MONUMENT TO MY POWER THAT WILL LAST-- **FOR ALL TIME!**"

WHOOSHH!

*WATER SWIRLS INTO THE VAST MIXING VAT, **SWEEPING** OUR OFF-BALANCE HERO AGAINST THE FAR WALL--*

*--QUICKLY **FILLING** THE VAT WITH BUBBLING BROWN LIQUID--*

*--UNTIL THE BLUE-AND-RED FIGURE OF SPIDER-MAN IS **LOST** FROM VIEW.*

SOME EIGHT MINUTES LATER...

LUCKY I FOUND A BRACING STRUT TO HANG ONTO--OR IT REALLY *WOULD* HAVE BEEN OVER.

THE SCORPION'S *GONE*, THOUGH-- AND THAT MEANS I'M BACK TO *SQUARE ONE.*

WELL... IT'LL JUST HAVE TO *KEEP* TILL *TOMORROW.*

*WEARY AND **WATER-LOGGED**, SPIDEY SLOSHES UPTOWN, ARRIVING A LITTLE AFTER **SUNSET** AT THE MIDTOWN HOSPITAL WHERE HE LEFT AUNT MAY.*

SURGERY

X-RAY

*IN AN ALLEY NEARBY, HE SWITCHES TO **PETER PARKER** AND STUMBLES UP THE STEPS TO THE HOSPITAL ENTRANCE.*

*BUT, WHEN HE STEPS **INSIDE**...*

HEY, PETER-- THERE YOU ARE. WE'VE BEEN LOOKING FOR YOU ALL DAY, TIGER--!

KEEP OUT OF THIS, MARY JANE.

AS FOR YOU, MISS "GWEN STACY"--I TOLD YOU TO GET OUT OF MY LIFE!

I DON'T KNOW WHAT YOUR GAME IS, BUT I WON'T--

HOLD IT, PARKER. THAT'S JUST ABOUT ENOUGH. CAN'T YOU SEE HOW MUCH YOU'RE UPSETTING HER?

PETER-- Y-YOU'RE FRIGHTENING ME--!

UPSETTING HER? NED, WHAT ABOUT WHAT SHE'S DOING TO ME?

PETER, LISTEN TO ME. GWEN ARRIVED AT THE DAILY BUGLE OFFICE EARLY THIS MORNING-- HYSTERICAL, FRIGHTENED-- IN A PANIC.

NATURALLY, WE REACTED AS YOU DID, THINKING SHE WAS AN IMPOSTER. BUT, PETER--WE CHECKED HER FINGERPRINTS--

--AND GOD HELP US ALL, THE FINGERPRINTS MATCH THE ONES TAKEN AT GWEN'S AUTOPSY!

THIS IS THE REAL GWEN STACY!

AND, PETER, IT DOESN'T STOP THERE. WE CHECKED GWEN'S GRAVE-- AND HER BODY HASN'T BEEN TOUCHED.

I DON'T KNOW HOW--OR WHY-- BUT THERE ARE TWO GWEN STACYS, IDENTICAL IN EVERY WAY! ONE IS DEAD--

--THE OTHER ONE IS ALIVE.

HELP ME, PETER! I'M SO CONFUSED--AND SO FRIGHTENED! PROMISE YOU'LL HELP ME--OH, PETER-- PROMISE--!

AND FOR THE SECOND TIME IN TWO DAYS, PETER PARKER IS TOO STUNNED TO MAKE A SINGLE SOUND.

NEXT:

MORE ON THE MYSTERY OF GWEN STACY; PLUS--ACTION WITH THE SCORPION; PLUS--THE RETURN OF A MASTER VILLAIN; PLUS--MORE SURPRISES THAN EVEN WE KNOW ABOUT! IT'S ALL IN SPIDER-MAN #146--A MODERN-DAY CLASSIC TITLED:

SCORPION, WHERE IS THY STING?

SPIDER MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

SCORPION--YOU CAN'T--!

CAN'T I WEB-HEAD? JUST *WATCH* ME!

ONE SECOND *MORE*--AND THE OLD LADY *DIES!*

WHEN STRIKES THE *SCORPION!*

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *AUTHOR** ✳ ROSS ANDRU *ARTIST* ✳ J. ROMITA *and the* GANG *EMBELLISHERS* ✳ JOE ROSEN *LETTERER* DON WARFIELD *COLORIST* ✳ LEN WEIN *EDITOR*

"SCORPION...

ALAS, POOR *SPIDER-MAN*... I KNEW HIM *WELL*. HEE. HEEHEE. HAHA*HAHA!*

...WHERE IS THY STING?"

***SPECIAL BULLPEN BULLETIN:** WE WERE COUNTING ON OUR FINGERS LAST NIGHT--AND WE JUST REALIZED THAT THIS ISSUE MARKS THE END OF GERRY'S **THIRD YEAR** AS WEB-HEAD'S WRITER! AND IF YOU THINK **THAT'S** A MIND-BOGGLING MILE-STONE-- WAIT TILL YOU SEE THE NOTE IN **THOR*240!** CONGRATU-LATIONS, KID! FROM HERE ON, IT CAN ONLY BE DOWNHILL!

THE PLACE: SOMEWHERE IN MANHATTAN, AT THE HIDDEN HEADQUARTERS OF--

THE MAN: A RATHER BIZARRE ARCH-CRIMINAL COMMONLY CALLED -- THE JACKAL.

DO YOU KNOW HOW LONG I'VE WAITED FOR THIS OPPORTUNITY, WALL-CRAWLER? HAVE YOU ANY IDEA--

WHAT? NO IDEA AT ALL?

--HOW LONG I'VE WATCHED YOU, HOW LONG I'VE BEEN PLANNING, BIDING MY TIME--

--TILL PRECISELY THIS MOMENT, WHEN I COULD BEGIN YOUR DESTRUCTION?

WELL THEN, I'LL TELL YOU:

TWO YEARS, SPIDER-MAN. TWO LONG, MISERABLE YEARS -- SINCE THE DAY YOU COMMITTED MURDER--

--THE DAY THE JACKAL WAS BORN!

SMASH!

AAHAHAHAHAHAHAHAHA

PLEASE, PETER... YOU'VE GOT TO *TELL* ME...

...AM I MAD, AM I INSANE... OR IS THE WHOLE *WORLD?*

WHAT NED SAID-- ABOUT THERE BEING *TWO* GWEN STACYS--

I DIDN'T *UNDERSTAND* IT, PETER. I STILL CAN'T UNDERSTAND THAT FOR YOU, FOR *EVERYONE*--

--I'VE BEEN *DEAD* TWO YEARS! HOW COULD I HAVE BEEN DEAD, PETER? HOW COULD I HAVE DIED-- AND STILL BE *ALIVE?*

I DON'T KNOW WHETHER TO BE *FRIGHTENED SILLY*--

--OR JUST *LAUGH*--AT A VERY BAD *JOKE!*

IT'S NO JOKE...GWEN...

I'M *STILL* TRYING TO BELIEVE IT'S TRUE--THAT YOU'VE *COME BACK.*

SEEING YOU IN MY *APARTMENT* WAS ALMOST TOO MUCH TO *TAKE.**

I'M *WORKING* ON IT, GWEN-- I'M GETTING *USED* TO THE IDEA--

--BUT YOU'VE GOT A LONG WAY TO *GO.*

I UNDERSTAND, PETER-- I *THINK.*

DO YOU, GWEN? DO YOU *REALLY?*

**SPIDER-MAN* 144.*
--LEN.

OF *COURSE*, I UNDERSTAND... I *LOVE* YOU, DON'T I?

AND YOU--

--LOVE ME?

PETER...YOU *DO* STILL LOVE ME, DON'T YOU?

GWEN, I--

WHAT DO I *SAY* TO HER? "SORRY, GWEN-- BUT I'M NOT SO *SURE* THESE DAYS"?

"THERE'S ANOTHER *GIRL*, SOMEBODY I'VE GROWN TO *CARE* ABOUT"?

NUTS.

THIS IS *GWEN*. THIS IS THE GIRL I'VE ALWAYS *LOVED*.

SOMEHOW, BY SOME *MIRACLE*--SHE'S COME *BACK* TO ME--SHE'S *ALIVE*--

SO WHY DO I FEEL SO *ROTTEN*?

SO WHY DO I WANT TO CRAWL UNDER A *ROCK* AND *DIE*?

I DON'T KNOW. MAYBE THE WORLD *IS* CRAZY.

ONE THING IS FOR SURE, THOUGH: I WON'T GET ANY *STUDYING* DONE TONIGHT--

--NOT WITH ALL *THIS* ON MY MIND.

JUST ABOUT THE ONLY THING I CAN *DO* IS SWITCH TO *SPIDER-MAN*--

--AND DO MY *THINKING* IN THE *SKY*.

AND SO, MOMENTS LATER, A FAMILIAR **RED-AND-BLUE FIGURE** SWOOPS ACROSS THE TWILIGHT SKY--

--CONSUMED BY PASSIONS TOO **COMPLEX** FOR US TO QUICKLY UNDERSTAND--

--THOUGH UNDERSTAND THEM WE **WILL**--

--AT A **LATER** TIME.

FOR NOW, LET'S **TURN AWAY** FROM MANHATTAN'S **GRAMERCY PARK**, WHERE GWEN STACY IS BOARDING WITH **BETTY BRANT**--

--AND **LOOK HERE** FOR OUR STORY: A QUIET COUNTRY HOME IN MONTICELLO, NEW YORK--

--WHERE A CERTAIN **SCORPION** IS PREPARING TO MAKE A **BID**--

--FOR **POWER.**

HOW IN THE-- **HUNH?**

THE SCORPION? WHAT'RE YOU DOIN' **HERE?** DON'TYA KNOW WHO **OWNS** THIS PLACE?

AARRRAF FARROFF

I SURE **DO**, BUSTER--

YIIIIIIII

--THAT'S WHY I'M HERE!

BRUMP!

RRROOUU

HEY, MARTY--WHAT'S ALL THE *NOISE?*

KEEP IT *DOWN* OR THE BOSS'LL-- *URRRNNHH!*

TROMP!

TEN SECONDS LATER:

SMASH!

YOU'RE ALL A BUNCHA *CLOWNS!* NO WONDER *SANTONIO* IS HAVIN' TROUBLE KEEPING HIS GANG *TOGETHER--*

WITH HELP LIKE *YOU*--WHO NEEDS THE *FBI?*

BONK!

SANTONIO! YOU'RE NOT A *GANG-BOSS--*

YOU'RE A *CHARITY CASE!* YOU'RE A *HAS-BEEN!* YOU'RE *WASHED UP--!*

GRABBING YOUR *TERRITORY* IS GOING TO BE LIKE TAKING CANDY FROM A *KID*--

IT'S ALMOST *EMBARRASSING* --BUT ONLY *ALMOST.*

YOU-- TAKE OVER *MY* TERRITORY?

WHAT'RE YOU-- *CRAZY?*

I COULD HAVE YOU KILLED FOR *BREATHING* WRONG.

NOT A *CHANCE*, PAL. I'M THE GUY WHO FINISHED *SPIDER-MAN.*

THERE ISN'T A GUNSEL IN THIS TOWN WHO'D BLOW ME AWAY--NOT A *ONE.*

YOU *ARE* NUTS! IF YOU'VE KILLED SPIDER-MAN--

KLIK

REMOTE

"--WHAT'S HE DOING ON THE *SIX O'CLOCK NEWS?*"

NO! HE'S *DEAD* --I DID IT WITH MY *OWN HANDS!** HE CAN'T BE ALIVE-- BUT EVEN IF HE *IS*--

*OR SO SCORPY *THINKS*, SINCE THE END OF *LAST ISSUE.* -- LEN.

--I'LL KILL HIM *AGAIN!*

BOMK!

THE GUY'S AS LOONEY AS THEY *COME*, BOYS. *WASTE* 'IM.

HE'S MOVIN' TOO *FAST*, BOSS! CAN'T GET A *BEAD* ON 'IM-- HE'S--

POW

KAPOW

KAPOW POW

"--GONE!"

KICK ME OUT, WILL THEY?

WE'LL SEE WHO KICKS WHO AFTER I--

PARDON ME, FRIEND-- MAY I HAVE A WORD WITH YOU?

YOU DON'T KNOW ME, BUT I KNOW YOU.

I'VE A CERTAIN PROPOSAL TO MAKE CONCERNING A MUTUAL--

BOMP!

BUSTER, YOU JUST MADE THE MISTAKE OF YOUR LIFE!

WHAT-EVER YOUR GAME IS, YOU'RE GONNA GET CREAMED!

WAIT! WAIT!

YOU DON'T UNDERSTAND, SCORPION! MY GAME IS TO AID YOU--

--TO ASSIST YOU IN THE DESTRUCTION OF OUR MUTUAL ENEMY: SPIDER-MAN!

AHH... NOW YOU'RE LISTENING, EH?

THEN CONTINUE TO LISTEN, SCORPION... THE JACKAL HAS A PLAN...

THIS WOULDN'T BE A MADCAP MARVEL MAG IF WE DIDN'T TAKE THAT AS OUR SCENE-SWITCHING CUE, SO....

FUNNY THING ABOUT PAROLE OFFICERS--

--SOMETIMES IT TAKES THEM A WHILE TO ADD UP *TWO-AND-TWO.*

OF COURSE, I SHOULDN'T REALLY *BLAME* MAC GARGAN'S PAROLE OFFICER FOR NOT REALIZING THE SCORPION WAS BACK TO HIS OLD TRICKS--

HOTEL

HOTEL

CAFE

COFFEE SHOP

--SINCE I KNOW HOW *EASY* IT IS TO GET CAUGHT UP IN *OTHER THINGS.*

STILL, YOU'D THINK *SOMEONE* IN POLICE HEADQUARTERS WOULD'VE CHECKED GARGAN'S *OFFICIAL ADDRESS.*

INSTEAD, *I* HAVE TO BREAK INTO THE PAROLE OFFICE--

--PULL GARGAN'S *FILE*--

--AND FIND OUT HE'S LIVING HERE, IN A SEEDY UPTOWN *HOTEL.*

LET'S PUT SOME *LIGHT* ON THE SUBJECT, SHALL WE?

KLIK

IF I WERE A SECOND-RATE THIEF LIKE THE SCORPION, *WHERE* WOULD I HIDE MY STASH?

ANSWER: UNDER THE BED.

GARGAN, I'M *SURPRISED* AT YOU.

NO--THE SURPRISE IS ON *ME.*

IT'S JUST AN EMPTY *SUITCASE.* NOTHING IN IT BUT AN OLD WALLET AND SOME TICKETS FOR THE *'71 WORLD SERIES.*

SO, WHERE *ELSE* WOULD A SECOND-RATE THIEF--

THE CLOSET!

IF I DON'T LUCK OUT ON *THIS* GUESS, I'D BETTER TURN IN MY *SPIDER-SENSE.*

GIVE THE MAN A CIGAR...

CHA-RING!

87th PRECINCT, MEYER SPEAKING. WHO? OH YEAH? IF YOU'RE SPIDER-MAN, THEN I'M--

HUNH? YOU'VE FOUND WHAT--?

THE LOOT FROM YESTERDAY'S HOLD UP--THE ONE PULLED BY THE SCORPION, REMEMBER?

NEWSFLASH: IT'S IN HIS HOTEL ROOM UP IN WASHINGTON HEIGHTS.

DON'T MENTION IT, OFFICER--

"-- I'M ALWAYS HAPPY TO HELP THE POLICE."

SO MUCH FOR FINDING THE STOLEN MONEY.

NOW HOW DO I FIND THE SCORPION?

AFTER PONDERING SAID QUESTION FOR ALMOST AN HOUR, OUR ERSTWHILE HERO MOMENTARILY ABANDONS HIS SEARCH TO VISIT A CERTAIN ELDERLY RELATIVE STAYING IN A MIDTOWN HOSPITAL...THE IMMORTAL OLD WOMAN KNOWN AS AUNT MAY...

YOU SHOULDN'T CONCERN YOURSELF ABOUT ME, PETER DEAR. THE DOCTOR SAYS I'LL BE FINE.

IT WAS SIMPLY THE SHOCK OF SEEING GWEN AGAIN--AFTER THOSE RUMORS OF HER DEATH--

THEY WEREN'T RUMORS, AUNT MAY--

--BUT HOW CAN I EXPLAIN THAT, WHEN I DON'T QUITE BELIEVE IT MYSELF?

BECAUSE SHE CAN'T ACCEPT WHAT SHE SAW, AUNT MAY HAS CREATED A FANTASY--

--IN WHICH GWEN HASN'T RETURNED FROM THE DEAD, BUT SHE NEVER REALLY DIED!

MAYBE I SHOULD--HUH?

KRASH!

PETER! THAT NOISE FROM BEYOND THE CURTAIN! WHAT--?

EE EE EE EE

WHERE IS HE, YOU OLD BAG? WHERE'S SPIDER-MAN?

I WAS TOLD I'D FIND HIM HERE--SO TELL ME WHERE HE IS--

--BEFORE I BREAK YOUR NECK!

OH, NO! IT'S THE SCORPION-- AND HE'S THREATENING AUNT MAY!

I SPEND HOURS LOOKING FOR HIM-- AND NOW HE SHOWS UP, LOOKING--FOR ME!

BACK OFF, SCORPION, BEFORE I
UNNNHHH!
WAP!
SHADDUP, KID-- YOU BOTHER ME!
OKAY, SWEETHEART: GIVE!
EITHER YOU TELL ME WHERE I FIND SPIDER-MAN, OR I'LL MAKE YOU A BRAND NEW SET OF DENTURES--THE HARD WAY!
PLEASE, I-- I DON'T KNOW-- OH, DEAR-- OH, GOODNESS--!
SHADDUP AND TALK, YA OLD FOOL.
YOU'VE GOT FIVE SECONDS BEFORE I--
BLAST! SHE'S FAINTED!
WHAT'LL I-- EH?
BONK!
STUPID PUNK.
MUST THINK HE'S A HERO OR SOMETHIN'.
ALL RIGHT, SO THIS AIN'T WORKING THE WAY THE JACKAL SAID IT WOULD.
SO I'LL MAKE IT WORK-- IF I HAVE TO TAKE THIS PLACE APART WITH MY BARE HANDS!
ACCORDIN' TO THE JACKAL, SPIDER-MAN WAS SUPPOSED TO BE IN THAT OLD HAG'S ROOM. IF HE AIN'T THERE, HE'S SOMEWHERE ELSE--

--MAYBE IN ONE'A THE PRIVATE ROOMS DOWN *HERE.*

103

HUH?

CRUMMY CHEAP *DOORKNOB!*

KROMP!

RRIPP

SO--*OKAY,* HE AIN'T IN THIS ROOM *EITHER.*

SO--*OKAY,* I'VE GOTTA KEEP *LOOKIN'*--

--BUT I'LL *FIND HIM*--

--AND WHEN I *DO*--

--IT *AIN'T* GONNA BE A PRETTY SIGHT.

CRAKK

*FIFTEEN DOORS AND SEVERAL STARTLED PATIENTS **LATER:***

IF ALL THIS IS SOME SORTA *GAG,* THAT *JACKAL* BUM IS GONNA NEED A NEW *SKULL.*

NOBODY SENDS THE SCORPION ON A WILD GOOSE CHASE.

WHEN I GET MY *HANDS* ON THAT RUNT, I'LL--*YOU!*

NOW *THAT'S* AN ORIGINAL LINE.

TROK!

WITH DIALOGUE LIKE THAT, YOU COULD WRITE FOR *JOHNNY CARSON.*

AFTER ALL, *SOMEBODY* SHOULD.

WHUNK!

WHAT'S *WRONG*, SCORPY? LOST YOUR *SENSAHUMMA?*

ME, I LOST MINE JUST A LITTLE *WHILE* AGO--

BAWHOOM!

--WHEN YOU *JUMPED* ON AN OLD LADY NAMED *MAY!*

THIS--AIN'T WORKING OUT--THE WAY IT'S *SUPPOSED TO*--!

YOU'RE NOT-- GIVIN' ME A *CHANCE*--!

WHAM

WHY *SHOULD* I, CREEP? YOU DON'T *DESERVE* A CHANCE!

GUYS LIKE YOU MAKE ME *SICK.*

YOU THINK YOU'RE THE TOUGHEST THING ON THE *STREET,* BUT WHEN THE GOING GETS *ROUGH*--

--SUDDENLY YOU TURN TO *COTTAGE CHEESE!*

THAT AIN'T TRUE!

YOU *STARTLED* ME, THAT'S ALL! I'M NO COWARD!

WELL, *HOORAY FOR YOU.*

KATOOM!

TERRIFIC.

I'VE *LOST* HIM.

THAT'LL TEACH ME TO USE MY *TEMPER* INSTEAD OF MY *BRAIN.*

HE COULD BE ***ANYWHERE,*** AND UNLESS I'M PRACTICALLY ***SITTING*** ON HIM, MY SPIDER-SENSE WON'T HELP ***ONE BIT.***

ALL I ***CAN*** DO IS CANVAS THE AREA--

--AND HOPE HE'S TOO ***RATTLED*** TO MAKE A GOOD ***GETAWAY.***

I'VE BEEN ***THINKING*** ABOUT WHAT HE SAID--THAT THE ***JACKAL*** TOLD HIM SPIDER-MAN WAS IN MAY PARKER'S ***HOSPITAL ROOM.***

THAT ***WORRIES*** ME. FROM HINTS THE JACKAL DROPPED WHEN WE LAST MET* I'M BEGINNING TO THINK HE KNOWS SPIDER-MAN'S ***REAL IDENTITY--***

SPIDER-MAN 140.--LEN.

--AND IF HE DOES, THAT MAKES THE JACKAL MY ***NUMBER ONE ENEMY!***

THE ***TROUBLE*** IS-- I DON'T KNOW WHAT THE JACKAL ***WANTS*** WITH ME--

--AND UNTIL I ***DO*** KNOW, I CAN'T AFFORD TO MAKE A RASH ***GUESS*** THAT COULD END UP--

BINGO!

MY ***SPIDER-SENSE*** IS TINGLING! THE SCORPION--

--IS UP THERE!

THE CHRYSLER BUILDING? AREN'T GUYS WITH KING KONG FIXATIONS SUPPOSED TO CLIMB THE EMPIRE STATE--?

AH, WELL. EACH TO HIS OWN.

WITH EITHER TOWER, ONE THING IS ABSOLUTELY CERTAIN--

--IF YOU FALL, IT'S A LONG WAY DOWN!

YAAAHHH!

HELP! SOMEBODY-- ANYBODY--

HELP!

NOOOOOOOOO

I THINK YOU'RE MISSING THE IDEA, SCORPY:

YOU'RE SUPPOSED TO GO SPLAT--NOT PLAY TARZAN WITH THE ART DECO!

GOOD THING I SAW THAT *STATUE* IN THE SCORPION'S PATH--OTHERWISE THIS PLOY WOULDN'T *WORK.*

I'VE GOT HIM *CONVINCED* I'M A TOTAL *MANIAC*--!

HE'LL DO ANYTHING I ASK--JUST TO CALM ME *DOWN!*

PLEASE --DON'T HIT ME AGAIN--

--I DON'T WANT TO *FALL*--

--DON'T *LET* ME FALL--

--I'LL DO ANYTHING YOU *ASK!*

ANYTHING...?

--APOLOGIZE FOR *FRIGHTENING* YOU, MRS. PARKER. IT WAS A ROTTEN THING TO DO, I'M SORRY, AND I WANT TO FORGET I EVER *SAW* YOU, *ANY* OF YOU, AND I HOPE I NEVER SEE YOU *AGAIN!*

IT MAY NOT BE *EXACTLY* WHAT SPIDER-MAN HAD IN MIND, BUT I GUESS IT'LL *DO.*

RIGHT, AUNT MAY?

ONE MOMENT, PETER. I'VE SOMETHING TO *SAY* TO THIS GENTLEMAN.

YOU SHOULD BE *ASHAMED* OF YOURSELF, YOUNG MAN. I HAVEN'T A VERY HIGH OPINION OF *SPIDER-MAN* ...BUT AT LEAST *HE* HAS *MANNERS.*

WHY, YOU OLD--

WATCH YOUR *TONGUE,* OR I'LL SLAP YOUR *FACE!*

THAT'S *TELLING* HIM, AUNT MAY.

ANYBODY EVER TELL YOU--YOU GET *CUTE* WHEN YOU'RE *MAD?*

HUSH, PETER... YOU'LL TURN MY *HEAD...!*

WHO SEZ A MARVEL MAG CAN'T END CHEERFUL? NOT US, EFFENDI. NOT US!

NEXT ISSUE:

MORE MISCHIEF WITH THE MYSTERIOUS *JACKAL;* PLUS--THE *POWER* OF--

TARANTULA!

GIANT SIZE SPIDER MAN

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GIANT-SIZE SPIDER-MAN™ AND THE MAN-THING™

THE DAY YOU DEFY THE LIZARD, WEB-HEAD-- IS THE DAY YOU DIE!

SLAY HIM MY PETS!

NEW! IT'S MUCK-MONSTER VS. REPTILE LORD AND SPIDEY IS CAUGHT IN THE MIDDLE!

LURKER IN THE SWAMP!

Stan Lee PRESENTS: SPIDEY AND MAN-THING--TOGETHER! ™

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST* * MIKE ESPOSITO *INKER* * ARTY SIMEK, *LETTERER* PETRA G., *COLORIST* * LEN WEIN *EDITOR*

BEWARE THE PATH OF THE

CHAPTER 1

WITH THE SCORPION OUT OF THE WAY, I FEEL AS THOUGH I CAN *LOOSEN UP*-- FOR A *WHILE*, ANYHOW.

HUNT'S HAPPY ENDS

BLACKMANS

LONDON SHOES

STILL--NEW YORK IS GETTING ON MY *NERVES*. I'VE GOT A LOT TO *THINK* ABOUT--

--AND I DON'T WANT TO DO IT *HERE!*

EVERY TIME I TURN AROUND I SEE SOMETHING THAT REMINDS ME OF *GWEN* OR *AUNT MAY.*

IF I'M TO COME TO SOME SORT OF *SANE CONCLUSION* ABOUT MY LIFE--

--I'VE GOT TO GET *AWAY* FROM ALL THAT, SO I CAN JUST SIT DOWN AND *MEDITATE.*

IMAGINE *ME,* A SWINGIN' SUPER-HERO--WANTING A QUIET PLACE IN THE *COUNTRY.*

SAY--

--MAYBE THAT *IS* WHAT I WANT!

AND MAYBE I SEE A WAY TO *GET* WHAT I WANT-- *DOWN THERE!*

THE *TV SET* IN THAT DEPARTMENT STORE WINDOW--

IT'S GOT EXACTLY WHAT I *NEED!*

WHADDAYA *KNOW!*

IT'S THE CREEP ALL THE *COPS* ARE TRYIN' TO CATCH--OL' YELLOW-BELLIED *SPIDER-MAN!*

SORRY, CHARLIE.

I DON'T HAVE *TIME* TO SIGN AUTOGRAPHS.

HEY! YOU WANNA *FAT LIP* OR SUMTHIN'?

NO, FRIEND.

DO *YOU?*

FORGET I ASKED.

LOTUS VILLAGE CHINESE RESTAURANT

GOOD. I'M IN NO MOOD TO DEAL WITH A WISE-GUY.

BE A HERO ON YOUR OWN TIME, TUBBY-- NOT MINE.

--SEVERAL MONTHS AGO. RUMORS CONCERNING THE ORIGIN OF THIS BIZARRE MAN-THING ARE NUMEROUS--

--BUT SCIENTISTS AGREE, WHATEVER IT IS--THE CREATURE DEFINITELY ISN'T HUMAN.

TELL ME MORE FRIEND. I'M ALL EARS.

THIS FILM WAS TAKEN DURING THE MAN-THING'S ATTACK ON THE F.A. SCHIST CONSTRUCTION COMPANY LAST YEAR, WHEN THE CREATURE MADE ITS FIRST--

--AND, TO DATE, MOST DESTRUC-TIVE--

--APPEARANCE. SINCE THEN, THERE HAVE BEEN OVER A DOZEN SIGHTINGS OF THIS MONSTER, MOSTLY IN THE AREA OF CITRUSVILLE, FLORIDA.

IN OUR STUDIO THIS EVENING, WE HAVE TWO HIGHLY RESPECTED EXPERTS IN THE FIELD OF EXO-HUMAN BIOLOGY--

--PROFESSOR STEPHAN GRUBER AND DOCTOR HOWARD DHUCK, WHO WILL EXAMINE THE POSSIBILITY OF--

THIS MAN-THING NUMBER COULD BE MY TICKET TO SANITY.

IF I CAN CONVINCE MY EVER-LOVIN' PUBLISHER TO SEND PETER PARKER SOUTH FOR A PHOTO-FEATURE ON THAT BOG-MONSTER--

--I'LL HAVE BOUGHT MYSELF A FREE-WHEELING VACATION!

YEAH! I'LL DO IT.

THE WORST JONAH CAN DO IS THROW ME OUT OF HIS OFFICE!

PARKER, YOU'RE A *GENIUS!* I *LOVE* IT.

MS. BRANT, SEE TO IT THAT PARKER GETS A ROUND-TRIP FLIGHT TO CITRUSVILLE, FLORIDA. AND PUT HIM ON AN *EXPENSE ACCOUNT* FOR THE NEXT TWO DAYS.

NOTHING BUT THE *BEST* FOR OUR BOY, EH, PARKER?

I THINK I'M GOING TO *FAINT.*

J.J. JAMES

PUBLISHE

WHATEVER YOU *SAY,* MR. JAMESON.

225

BACKG by HUNT

GOODNESS, PETER--YOU CERTAINLY CAUGHT *HIM* IN A GOOD MOOD!

I'M NOT *COMPLAINING,* BETTY. I FIGURE IT *THIS* WAY:

JAMESON'S PLANNING ON COUNTING MY MY TRIP AS A *TAX LOSS.*

PETER... ABOUT *GWEN...*

UH--NOT *NOW,* BETTY. I'VE GOT AN IMPORTANT *LONG-DISTANCE CALL* TO MAKE--

"--TO DR. CURTIS CONNERS IN *FLORIDA!*"

HELLO? YES, THIS IS DR. CONNERS. WHO....?

OH, *PETER PARKER!* YES, SPIDER-MAN *SPOKE* ABOUT YOU LAST TIME WE MET.*

*SPIDEY AND DR. CONNERS HAVE BEEN FRIENDS SINCE *SPIDER-MAN* #6. --LEN.

--GOING TO *BE* IN FLORIDA TONIGHT, IN YOUR AREA-- NEAR *CITRUSVILLE.*

I'M DOING A PHOTO STORY ON THE *MAN-THING.*

GREAT! I'LL APPRECIATE YOUR HELP, SIR.

GOOD-BYE.

THE MAN-THING...? INTERESTING.

DO YOU WANT TO *TALK* ABOUT GWEN, PETER?

RIGHT NOW I WANT TO TALK *TO* MARY JANE WATSON, BETTY.

IT'S BEEN *DAYS* SINCE WE LAST SPOKE.

HEY, HEY-- *PETER!* HOW'S IT GOING, HANDSOME? WHEN WILL YOU BE UP TO *SEE* ME--?

OH.

NO, LISTEN-- THAT'S *OKAY,* TIGER.

SURE. LISTEN. CATCH YOU WHEN YOU GET *BACK.*

MARY JANE, *WHO* WAS THAT ON THE PHONE?

WHAT? OH, JUST A *GUY* I KNOW, AUNT ANNA.

DEAR--IS ANYTHING *WRONG?*

WRONG? WHAT COULD BE *WRONG*--?

C'*MON*, AUNT ANNA. THIS IS YOUR FUN-LOVIN', FAR OUT *NIECE* YOU'RE TALKING TO.

WHAT COULD BE *WRONG* WITH OL' MJ?

TAKE IT FROM THE THE GIRL WHO *KNOWS* --I'M FINE. JUST *FINE.*

PETER, *PLEASE.* YOU'VE GOT TO TALK ABOUT IT.

HAVING GWEN *RETURN* MUST BE UPSETTING YOU *TERRIBLY.*

LET *ME* WORRY ABOUT THAT, BETTY.

WHERE IS SHE *STAYING?*

WELL, UNTIL SHE CALMS DOWN, SHE'S STAYING WITH *ME.*

I DON'T UNDERSTAND *ANY* OF THIS, PETER--EXCEPT *ONE THING!*

SHE NEEDS YOU, *DESPERATELY.*

FACE IT, BETTY.

DOESN'T *EVERYONE?*

I'VE *WONDERED* ABOUT THE MAN-THING SINCE HE FIRST *APPEARED.*

IN A WAY IT SEEMS *SIMILAR* TO--

NO! I KNOCKED OVER THAT *BEAKER--!*

PRINK!

IT WAS--THE EXPERIMENTAL *GAS--!* THE FORMULA--SAME FORMULA I USED *BEFORE!*

I CAN FEEL IT SEEPING INTO MY *PORES*-- AFFECTING ME-- *CHANGING ME--!*

I'VE GOT TO--*FIGHT IT.* I CAN'T LET IT AFFECT ME, THE WAY IT *ONCE* DID--!

I MUST BE *STRONG*-- *STRONG*--

--*STRONGER*--FEEL SO MORE *POWERFUL*--!

ENERGY FLOODING *THROUGH* ME-- *STIRRING* THINGS INSIDE ME--!

MY *HAND*--

--IT'S ALREADY MADE THE *TRANSFORMATION*--!

AND-- *SO HAVE* I--

SMASH!

THE LIZARD LIVES AGAIN!

THAT *SOUND* FROM CURT'S LAB--LIKE SOMETHING *BREAKING.*

I KNOW CURT DOESN'T LIKE TO BE *REMINDED* ABOUT HIS HANDICAP--BUT PERHAPS IF I--

SMASH!

WHAT ON *EARTH--?*

CURT, ARE YOU *ALL RIGHT?*

ANSWER ME! I HEARD SOMETHING *FALL!*

IT'S *MARTHA,* CURT--PLEASE, ANSWER--

EEEEEEEEE

BOM P!

ONE SIDE, WOMAN!

I HAVE TO REACH THE *SWAMP--*

--WHERE IT'S WET AND *HOT*-- WHERE I CAN *THINK*--

--AND *PLAN!*

ALL MY THOUGHTS SEEM DIM AND *MURKY*... IT'S SO HARD TO *CONCENTRATE*, SO DIFFICULT TO *REMEMBER*.

THE *SWAMP* IS WHERE I BELONG, IN ITS MOIST DARKNESS, AMID THE MOSS AND THE SOFT, WARM *EARTH*.

YES. YES, THIS IS *FAMILIAR*. THE *LIGHT* NO LONGER HURTS MY EYES...

THAT WOMAN BACK THERE-- THAT *MAMMAL*. SHE SEEMED TO *KNOW* ME. WHY? WAS SHE--CONNER'S *MATE*?

PERHAPS.

IT'S NO CONCERN OF *MINE*.

ONLY *ONE* CREATURE CONCERNS ME--THE SWAMP BEAST CALLED *THE MAN-THING*.

FOR SOME REASON, I WISH TO *FIND* THAT MONSTER--

"--AND ONCE I FIND HIM, I WILL USE HIM-- *AGAINST THE WORLD!*"

BETTY'S GOT A *NICE* NEIGHBOR-HOOD--

--A WHOLE *LOT* NICER THAN MINE ON THE LOWER WEST SIDE.

WELL, SHE CAN *AFFORD* IT.

FOR SOME REASON I'VE NEVER *UNDERSTOOD*, JONAH ALWAYS PAYS HIS *OFFICE* PEOPLE BETTER THAN HIS *REPORTERS.*

OR, IN *MY* CASE--HIS *PHOTOGRAPHERS.*

I HAVE *ENOUGH* PROBLEMS WITH MY LIFE WITHOUT WORRYING ABOUT BETTY BRANT'S *PAYCHECK.*

WELL... HERE'S HER *APARTMENT...*

I GUESS IT'S A CASE OF "*OUT OF SIGHT, OUT OF MIND.*"

BECAUSE I DON'T WORK AT THE BUGLE NINE-TO-FIVE, JAMESON JUST DOESN'T *THINK* ABOUT ME.

EITHER THAT, OR HE FIGURES HE CAN *AVOID* ME IF NECESSARY--

I MIGHT AS WELL GET THIS *OVER WITH.*

BRING!

--WHILE HE *CAN'T* AVOID HIS REGULAR *EMPLOYEES.*

ANYWAY, WHO *CARES?*

YES? WHO *IS* IT...?

IT'S *ME,* GWEN-- *PETER.*

I-I CAN'T *TALK* TO YOU, PETER-- I-I NEED TIME TO *THINK--!*

10-C

GWEN... ARE YOU *ALL RIGHT?*

WHAT...COULD BE *WRONG,* PETER?

I JUST... DON'T WANT TO *TALK.*

I DON'T *BELIEVE* YOU, GWEN.

IS IT SOMETHING I *DID*--

10-C

--THE WAY I'VE BEEN *BEHAVING?*

THAT'S WHY I'M *HERE.* I WANT TO--*APOLOGIZE.*

I ACTED LIKE A *FOOL* WHEN I FIRST REALIZED YOU WERE *ALIVE**--

10-C

*SPIDER-MAN #145. --LEN.

--AND I'M *SORRY.*

PETER...OH, PETER, I'VE BEEN SO *CONFUSED.*

HAVEN'T WE *ALL?*

HOLD ME, DARLING. I NEED YOUR ARMS AROUND ME.

SURE, GWEN. SURE.

--STILL INSIST, PRICE-WAGE CONTROLS *ARE NOT* THE WAY TO RETURN OUR ECONOMY TO PRE-1968 LEVELS. IF WE--

HUH? OH--YOU'VE GOT THE TV ON.

YES--AND THAT'S PART OF THE *PROBLEM,* PETER--!

THIS MAN WHO'S *PRESIDENT*--I'VE NEVER *SEEN* HIM BEFORE. I DON'T EVEN KNOW HIS *NAME!*

IT'S *FORD*--LIKE IN THE *CAR.*

THAT'S NOT THE *POINT,* PETER! DON'T YOU *SEE?*

I'VE LOST *TWO YEARS* OF MY LIFE--

--IF IT *IS* MY LIFE--IF I'M NOT-- *GOING MAD!*

I WISH I KNEW, GWEN... FOR *BOTH* OF US.

PETER-- WHAT AM I GOING TO *DO?*

WHAT AM I GOING TO DO...

CHAPTER 2

THE LURKER IN THE SWAMP!

IT'S FINALLY *HAPPENED,* HASN'T IT, EDMOND. AFTER ALL THESE YEARS OF MAKING ENDS MEET--OF LIVING HAND TO *MOUTH*--

--YOU'VE GONE *BANKRUPT*--

--AND IT'S *OVER.*

ALL OF IT IS *OVER.*

"IF YOU'RE HONEST WITH YOURSELF, YOU HAVE TO ADMIT...

"IN A WAY, YOU'RE RELIEVED.

"THAT'S WHY YOU'VE COME TO FLORIDA, ISN'T IT?"

YOU'RE GLAD IT'S ENDED--

"--BECAUSE NOW YOU DON'T HAVE TO FIGHT ANYMORE."

YOU CAN JUST LIE DOWN AND DIE--AND NO ONE WILL REALLY BLAME YOU.

AFTER ALL, NOW YOU'RE A CERTIFIED FAILURE...

"AND, JUST AS YOU CAN'T ARGUE WITH SUCCESS--

"--YOU CAN'T DISAGREE WITH A MAN WHO'S FAILED."

I FEEL BAD ABOUT DOROTHY, THOUGH --AND ABOUT OUR DAUGHTER.

I SUPPOSE THAT'S ONLY NATURAL.

"AT LEAST, IF I DIE--AND MAKE IT LOOK LIKE AN ACCIDENT--THEY'LL GET MY INSURANCE--"

--BEFORE IT RUNS OUT.

"IN THE NAME OF **HEAVEN**... WHAT **HAPPENED** TO MY LIFE? WHERE DID I LOSE MYSELF? WHEN DID EVERYTHING **FIRST** BEGIN TO **CRUMBLE**?

"WAS IT IN **COLLEGE**, WHEN I STUDIED FOR MY **BIOCHEMISTRY DEGREE**?

"OR WAS IT **LATER**, AFTER I'D NEGOTIATED MY FIRST **LOAN**--GOTTEN MARRIED--AND BOUGHT THE **LAB**?

"WHAT HAPPENED TO THE **DREAM** I HAD?

"WE ALMOST **DID** IT, DOROTHY AND I--WE ALMOST MADE THE DREAM A **REALITY**.

"EVERYTHING GREW SO **SUDDENLY** AFTER THE WAR--THERE WERE **DEFENSE CONTRACTS**, INDUSTRIAL **PATENTS**, MASS MANUFACTURING FOR A PHARMACEUTICAL SUPPLY HOUSE...

"THE WORLD WAS SPINNING **FASTER**, THEN, MY LIFE WAS SOMETHING GOOD, SOMETHING **WORTHWHILE**--

"--UNTIL IT ALL **COLLAPSED** LAST YEAR, DURING THE BEGINNING OF THIS SO-CALLED '**RECESSION**'.

DAILY EAGLE

ARNSTEAD CHEMICAL CO. BANKRUPT!

FACTORY CLOSES!

CLOS

"WITHIN SIX MONTHS, EVERYTHING DOROTHY AND I HAD WORKED FOR --WAS **GONE**. WE WENT **BANKRUPT**...OUR LIVES WERE **RUINED**..."

ALL I HAVE *LEFT* IS SUICIDE. MY PRIDE IS GONE... MY *DIGNITY.*

EDMOND ARNSTEAD IS JUST ANOTHER *STATISTIC*--OF A CONSUMER SOCIETY GONE *MAD.*

?

DEAR HEAVEN, NO!

WHAT--?

THAT--*THING*--WASN'T ATTACKING *ME*--!

IT'S--AFTER THAT *CROCODILE!*

SPLASH

"NO! IT ISN'T DEFENDING ITSELF--"

--IT'S DEFENDING ME!

FRAK!

"NOW IT'S JUST TURNING AWAY--"

--WITHOUT LOOKING BACK--WITHOUT MAKING A SOUND--

--WITHOUT DOING ANYTHING!

GOOD LORD, WHAT IS THAT THING?

HOLD IT!

IT'S COMING BACK TO ME--A NEWSPAPER ARTICLE I READ A FEW MONTHS AGO--!

HOLD IT...

THIS IS THE MONSTER WHO DESTROYED THE SCHIST CONSTRUCTION COMPANY--

--THE MAN-THING WHICH RAN LOOSE IN NEW YORK CITY! *

WHAT A GOLD-MINE!

*GIANT-SIZE MAN-THING #2. --LEN.

MAYBE...JUST MAYBE...

...MY LUCK HAS FINALLY TURNED AROUND!

...TURNED AROUND IN THIS *SWAMP*. WITHOUT MY *SPIDER-SENSE*, I'D BE *LOST*.

I'M GLAD I CAUGHT SOME *SLEEP* ON THE PLANE COMING DOWN HERE LAST NIGHT--

...MRAH!

--'CAUSE SOMETHING TELLS ME THIS IS GOING TO BE A *LONNNG* DAY.

WHEN I CALLED THE CONNERS HOUSE THIS MORNING, MRS. CONNERS WAS *HYSTERICAL*--

--AND CONSIDERING WHAT SHE *TOLD* ME--

--I DON'T *BLAME* HER!

THE BIG *QUESTION* IS:

WHO WILL I RUN INTO *FIRST*?

THE MAN-THING OR--

BWOOMP!

--THE LIZARD!

I KNOW YOU, WALL-CRAWLER! YOU'VE COME TO SPY ON ME--

--TO RUIN MY AMBITIONS, AS YOU'VE RUINED THEM BEFORE!*

*STARTING IN SPIDER-MAN #6. --LEN.

BUT YOU WON'T HAVE THE CHANCE, FOOL! I'LL KILL YOU FIRST! I'LL--

BOT!

SCALE-SKIN, YOU TALK TOO MUCH.

--NNNHHHH!

THERE'S NO POINT IN ARGUING WITH YOU, I KNOW--

--SO I WON'T EVEN TRY!

BOM!

GET AWAY FROM ME!

THE TOUCH OF YOUR MAMMALIAN FORM IS DISTASTEFUL TO ME! YOU'RE SO SOFT--SO PULPY--!

SWOOSH!

THAT'S A SWITCH-- I'VE BEEN CALLED A LOT OF THINGS--

--BUT NEVER SOFT!

BAM!

YOU *ARE* SOFT! DISGUSTINGLY *SOFT!* YOU'RE A *MAMMAL*--

--AND MAMMALS ARE DOOMED TO *EXTINCTION*--

--THAT REPTILES MAY RULE THE *EARTH!*

MISTER, YOU'VE GOT *PROBLEMS.*

YOU *CAN'T* JUST-- HUH?

YOUR TAIL--!

PLUMP PRIMATE! NOW DO YOU COMPREHEND YOUR *INFERIORITY?*

ALL I COMPREHEND IS THE BLOOD RUSHING TO MY *HEAD,* GREENY! LET'S NOT--

MRS. CONNERS! GO BACK!

CURT... DEAR LORD, CURTIS...

GET *OUTTA* HERE, MRS. CONNERS-- *BEFORE HE SEES YOU--!*

CURT WILL *KILL* SPIDER-MAN-- UNLESS I HELP *STOP HIM!*

BUT WHAT CAN *I* DO? THERE'S NOTHING--

WAIT!

CURT'S *HIGH-PRESSURE HOSE--*

HE HAD IT *INSTALLED* IN CASE OF A *FIRE!*

PLEASE, LORD--*LET IT BE ENOUGH!*

SPOOSH!

FORGIVE ME, CURT--! *FORGIVE ME!*

PUERILE *FOOL!* DO YOU SUPPOSE THAT STREAM OF WATER CAN *HARM* ME?

I AM THE LIZARD!

I *LIVE* FOR WATER-- FOR *MOISTURE--!*

YOUR FEEBLE EFFORTS ONLY *INVIGOR-ATE* ME--

--AND YOU-- ONLY ANNOY ME!

GOT TO BREAK THIS STALEMATE SOMEHOW!

LIZARD'S TOO TOUGH TO HURT BY ORDINARY MEANS-- SO--

CHOMP!

=YAARRGGHH!=

THAT WAS THE FINAL INSULT!

NOW YOU DIE!

FWUP FUP

THWIT THUP

THE PROBLEM WITH YOU, LIZ, IS THAT YOU'RE ALWAYS PRE-MATURE.

=AARRGGHHH!=

CHAPTER 3

BRING BACK MY MAN-THING TO ME!

WHAT *NOW*, ARNSTEAD? YOU'VE TRACKED THAT MAN-THING ACROSS ALMOST THE ENTIRE *SWAMP*.

YOU KNOW *WHERE* IT IS-- BUT WHAT GOOD DOES IT DO YOU *HERE*?

SOMEHOW, I'VE GOT TO BRING IT BACK TO SO-CALLED "*CIVILIZATION*"--

NO

I CAN'T JUST WHACK IT OVER THE HEAD AND DRAG IT TO MY CAR...

IT MUST WEIGH CLOSE TO A TON-- AND NOTHING SHORT OF A CRANE COULD--

EH?

AM I SEEING THINGS?

"THAT CROCODILE SUDDENLY CHANGED COURSE--IT'S HEADING TOWARD THE MAN-THING!

"AND IT'S NOT ALONE!

"NO, THAT'S WRONG--"

IT'S NOT ATTACKING THE MONSTER--

--IT'S FOLLOWING THE MAN-THING! DEAR LORD--

"THE ENTIRE SWAMP IS ON THE MARCH--

"--AS THOUGH THEY'RE ALL BEING CALLED--

"OR--SUMMONED!"

YOU OKAY NOW, MRS. CONNERS?

I--THINK SO. IT'S SUCH A SHOCK--!

SURE. I'VE HAD SOME SHOCKS MYSELF LATELY.

NOW, IF YOU CAN SHOW ME THE WAY TO YOUR HUSBAND'S LAB, I'LL RE-MIX THE ANTIDOTE TO--

:EEEEEEEE!:

THE MAN-THING --HERE?

CRASH

"THIS IS CRAZY! IT LOOKS LIKE EVERY LIVING THING IN THE SWAMP IS CRAWLING AFTER HIM--

"WHAT'S GOING ON, ANYWAY? WHAT ARE THEY DOING?

THEY'RE ANSWERING MY MENTAL COMMAND, YOU PULP-SKINNED SIMPLETON!

THEY'RE HERE TO FREE ME-- AND WHILE THE SWAMP CREATURES DO THAT--

"--THE MONSTER WILL OBEY MY SECOND COMMAND--

"--AND TEAR YOU APART!"

GO INSIDE, MRS. CONNERS. GET THE *LAB* SET UP.

I'LL TRY TO MAKE THIS *QUICK.* AFTER ALL, THIS THING'S JUST A MINDLESS--

BROOM!

-:UNNNHHH!:-

IT'S AS THOUGH HE *SENSED* MY ANGER--

TROMP!

TWANG!

--AND TURNED IT *AGAINST ME!*

THIS IS GOING TO BE TRICKIER THAN I *THOUGHT*--

--BUT NOT BY *MUCH!*

WHEW! THIS THING'S *STRONG!* I'VE KNOCKED DOWN *THE RHINO* WITH A BLOW LIKE THAT--

--BUT THIS *MAN-THING* ISN'T EVEN *STUNNED!**

A SPECIAL MOSS-- ENCRUSTED **NO-PRIZE TO THE TRUE BELIEVER WHO CAN FIGURE OUT WHY SPIDEY DIDN'T JUST OOZE RIGHT THRU OUR MIGHTY-MUCK-MONSTER--LEN.*

DO YOU BEGIN TO SEE HOW YOUR EFFORTS ARE, SPIDER-MAN?

WHILE YOU BATTLE THE *MONSTER--*

--MY *OTHER* SERVANTS-- *FREE ME!*

THE LIZARD'S *RIGHT!* I DON'T *DARE* STOP FIGHTING THIS THING--

--IN CASE IT DECIDES TO ATTACK *MRS. CONNERS--*

"--SO, UNLESS I CAN *DESTROY* IT--

"--WE'RE STALE-MATED--AND *HOW!*"

IT CAME *THIS WAY*...THE TRACKS ARE CLEAR IN THE MUD, LIKE A MASS OF *SLIME* DRAGGED ACROSS THE EARTH...

JUST A *MOMENT*-- THOSE *SOUNDS* UP AHEAD--!

GOOD LORD IN HEAVEN!

WHAT HAVE I STUMBLED INTO?

LADY...WHAT'S *HAPPENING* HERE? THAT...THAT'S *SPIDER-MAN,* ISN'T IT? WHAT IS HE--WHY IS HE--

THANK GOODNESS-- SOMEONE--SOMEONE TO *HELP ME--!*

HELP YOU? LADY, ARE YOU *CRAZY?*

IT'S MY *HUSBAND--*

HE'S RESPON-SIBLE FOR THIS MADNESS!

"THE LIZARD POTION DRIVES HIM INSANE--

"HE'LL DESTROY HIMSELF-- AND US--UNLESS SOMEONE STOPS HIM!"

I'LL ASK YOU *AGAIN:*

ARE YOU *NUTS?*

I'M A *CHEMIST,* NOT A *SUPER-HERO!* YOU'RE *RAVING,* LADY!

YOU'RE UNDER SOME SORT OF TERRIFIC *STRAIN--!*

A *CHEMIST!* THEN YOU *CAN* HELP!

THERE'S AN *ANTIDOTE* --I HAVE THE *FORMULA--!*

MAYBE *I'M* THE ONE WHO'S CRAZY! I CAME DOWN HERE TO COM-MIT *SUICIDE--*

--THEN, THAT *MONSTER--*

NOW, *THIS--!*

OKAY, LADY-- SHOW ME WHAT YOU WANT ME TO *DO.*

"AT THIS STAGE OF MY LIFE--

"--I'LL TRY *ANYTHING!"*

HAH!

THE LIZARD-- HE'S *FREE!*

"HOW CAN I POSSIBLY FIGHT *BOTH*-- HOLD IT! THE *MAN-THING--*"

"HE'S ATTACKING THE LIZARD-- INSTEAD OF ME!"

SKRAWK

I THINK I *UNDERSTAND!* THE MAN-THING REACTS TO *EMOTIONS*--

--PROVIDING A *FEEDBACK* TO THE STRONGEST EMOTION *AROUND!*

THE LIZARD'S *RAGE* MUST HAVE OVER-LOADING THE MONSTER'S *EMOTIONAL* CIRCUITS--

--SO *NOW* HE'S FIGHTING BACK!

"BUT WHAT GOOD WILL IT DO? IT'S JUST ANOTHER STALEMATE--THIS ONE, MORE DANGEROUS THAN THE ONE BEFORE!"

IT'S BEEN SO LONG--SINCE I ACTUALLY WORKED IN A LAB!

THESE PAST YEARS, I'VE BEEN MORE AN ADMINISTRATOR THAN A SCIENTIST.

PLEASE--TRY!

LESLIE FIELDER

OH, I'LL TRY, LADY--

THAT'S ALL A MAN CAN DO, WHEN YOU COME RIGHT DOWN TO IT:

HE CAN ONLY TRY.

"TWELVE CC'S OF ALUMINIUM HYDROCLORIDE--EIGHTEEN CC'S OF SODIUM PHENOBENTIUM--

"IT'S SUCH DELICATE WORK--I'D FORGOTTEN HOW DELICATE, HOW DEMANDING.

"ONE ERROR--AND IT'S RUINED. I'LL HAVE TO START ALL OVER--"

DEAR LORD, AM I MAD? I SHOULDN'T EVEN BE ATTEMPTING THIS!

PLEASE... YOU SAID YOU'D TRY...

TRY, TRY--DON'T YOU SEE HOW USELESS THAT IS?

ISN'T IT MORE USELESS--

"--NOT TO TRY AT ALL?"

BOM!

IF ONLY I HAD THE ORIGINAL NOTES-- SO I COULD FOLLOW THE PROCEDURE STEP BY STEP!

THEY'RE HERE--

CURTIS WROTE THEM DOWN, FOLLOWING SPIDER-MAN'S DICTATION.

YOU MEAN --SPIDER-MAN DEVELOPED THIS ANTIDOTE?

"THEN, BLAST IT--IF HE CAN DO IT, SO CAN I!"

UH-OH! MORE TROUBLE--!

THE LIZARD ISN'T GIVING ME TIME TO BREATHE!

WHILE HE BATTLES MAN-THING-- HIS CREATURES BATTLE ME!

IT'S LIKE WE'RE TRAPPED ON A MERRY-GO-ROUND!

NONE OF US CAN GET OFF--

--UNTIL WE ALL DROP DEAD!

SPIDER-MAN!

THE ANTI-DOTE!

HUH? WHO'S THAT GUY? AND WHAT DID HE SAY ABOUT--

TRIPPED! NO--OH, LORD-- NO!

I'VE FAILED AGAIN! AGAIN!

CALM DOWN, FELLA!

FWIP

"AFTER ALL, WHAT'S A SPIDER-WEB FOR--"

--IF A GUY CAN'T USE IT TO SAVE THE DAY?

SPASH!

SKRAW

NO! YOU COULDN'T--NOT WHEN I'D ALMOST WON!

THIS TIME, THE WORLD COULD HAVE BEEN MINE!

WITH THE MAN-THING IN MY CONTROL, I COULD HAVE-- I COULD HAVE--

DEAR LORD...

IT'S ALL RIGHT, DARLING. IT'S OVER. YOU'RE SAFE NOW... YOU'RE SAFE.

I WISH I COULD BELIEVE THAT, MARTHA.

LORD, I WISH I COULD BELIEVE THAT'S TRUE.

SO BELIEVE HER, DR. CONNERS. IT DOESN'T MATTER WHAT'S REAL, AFTER ALL--ONLY WHAT YOU BELIEVE IS REAL.

TAKE THAT MAN-THING, FOR INSTANCE.

"SOME PEOPLE BELIEVE HE'S JUST A MINDLESS MONSTER.

"TO ME, SOMEHOW--HE SEEMS SOMETHING MORE."

KNOW WHAT I MEAN?

I DO, SPIDER-MAN.

BEFORE I SAW THE MONSTER--

--MY LIFE WAS OVER. NOW--THANK GOD, I BELIEVE IT'S JUST BEGINNING.

"AMEN TO THAT, FELLA. AMEN TO THAT."

END

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

I'M BACK, SPIDER-MAN-- DEADLIER THAN EVER-- AND THIS TIME--

THE TARANTULA TAKES THE GAME!

THERE'S NO TIME TO DODGE THOSE RAZOR SHARP SPIKES-- I'VE HAD IT!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY * ROSS ANDRU * M. ESPOSITO & D. HUNT * JOE ROSEN * LEN WEIN
AUTHOR — ARTIST — EMBELLISHERS — LETTERER — EDITOR
STAN G. COLORIST

STREET SCENE: HOMEWARD FLIES THE CONQUERING HERO.

WELL, ALMOST.

NEW

MORE THAN A LITTLE WEARY AFTER HIS ADVENTURE WITH THE MAN-THING IN THE FLORIDA EVERGLADES*, OUR FRIENDLY NEIGHBORHOOD WEB-SPINNER HAS HITCHED A RIDE FROM THE AIRPORT TO THE CITY--

*SEE GIANT-SIZE SPIDER-MAN #5.--LEN.

NEW YORK AIR

--AND NOW, THAT RIDE IS AT AN END.

WHICH MEANS, OF COURSE --

--OUR STORY'S JUST BEGINNING:

HELLO THERE, DAILY BUGLE.

GUESS WHO'S BACK FROM THE SWAMP-LAND?

THAT'S RIGHT, BUGLE-- ME, YOUR EVER-LOVIN' STAR PHOTOGRAPHER--

--PETER PARKER, BOY HASBEEN.

AT LEAST, THAT'S WHAT JONAH JAMESON WILL SAY WHEN HE HEARS I HAVE--

NO PICTURES? NONE?

LET ME REFRESH YOUR MEMORY, PARKER: WE PAID YOUR WAY TO FLORIDA SO YOU COULD PHOTOGRAPH THE MAN-THING--

--NOT TO GIVE YOU A FREE VACATION!

JONAH, LISTEN--

NO, PARKER--YOU LISTEN! I'VE HEARD ABOUT YOUR PROBLEMS, BUT I'M A BUSINESSMAN--NOT A PHILANTHROPIST!

YOU WANT TO GOOF OFF, THAT'S FINE-- BUT YOU DON'T DO IT ON MY TIME!

I'M GOING TO MAKE YOU PAY ME BACK FOR THIS FLORIDA FIASCO, PARKER--

--IF NECESSARY, OUT OF YOUR HIDE!

I WOULDN'T HAVE *BELIEVED* IT IF I HADN'T SEEN IT *MYSELF*, NED.

WHAT'S *THAT*, PARKER?

A GUY ACTUALLY *LIVING* WITHOUT THE BENEFIT OF A *HEART*.

JONAH'S NOT SO *BAD*, PETER--

"--ONCE YOU GET TO *KNOW* HIM"?

NO THANKS, NED. I KNOW JAMESON ABOUT AS WELL AS I *WANT* TO RIGHT *NOW*.

WELL...YOU'RE ENTITLED TO YOUR *OPINION*, PETER.

LISTEN--ABOUT THIS *GWEN STACY* THING. I'VE DONE SOME *CHECKING* WITH GWEN--BROUGHT HER TO A *DOCTOR*--

--AND WHAT WE'VE *FOUND OUT*...

I GUESS YOU'D BETTER READ IT *YOURSELF*.

*WHILE PETER PARKER REACHES A TREMBLING HAND TOWARD THAT MYSTERIOUS **MANILA FOLDER**--*

*--WE'LL TURN A TREMBLING EYE TO AN UPSTATE **FEDERAL PENITENTIARY**--*

*--WHERE A CERTAIN FERRY **HIJACKER** IS SERVING A TWENTY-YEAR-TO-LIFE **SENTENCE**--*

*--AND HAS BEEN USING HIS TIME--TO WORK IN THE **PRISON SHOE-SHOP!***

EXCELENTE!

102

IT TOOK ME MANY MONTHS --BUT FINALLY, I HAVE *RECREATED* MY SPECIAL *SHOES*.

TONIGHT, AT LAST-- *THE TARANTULA LIVES AGAIN!**

HEY, BUDDY-- *WHAT--?*

THUK

ARRHHH!

LAST SEEN IN **SPIDER-MAN #135* --LEN,

UNTIL I ACQUIRE THE PROPER *DRUGS* FOR MY SHOE-TIPS, I WILL HAVE TO BE *SATISFIED* WITH SIMPLY *STUNNING* MY VICTIMS--

--BUT I SHALL NOT HAVE *TOO* LONG TO WAIT, I THINK!

USING AN *ACETYLENE TORCH* TO BURN THROUGH THE *WINDOW GATE* WAS CHILD'S PLAY--

--CLIMBING THAT *WALL* WILL BE *ANOTHER* MATTER!

STILL, WITH MY *SHOES* ACTING AS *PINIONS*--

KPOW

POW

KRAK

REEEEE

--ESCAPE IS NOT *TOO* DIFFICULT, AFTER *ALL!*

AHH-- AND HERE IS MY AMIGO'S *TRUCK*--

--JUST WHERE HE *SAID* IT WOULD BE!

REEEEEE

HURRY, AMIGO-- THE GUARDS, THEY WILL BE *AFTER* US!

DON'T *WORRY*, TARANTULA-- EVERYTHING'S UNDER CONTROL.

YOU'RE IN THE *BIG LEAGUES* NOW--

REEEEE

--AND *THE JACKAL IS THE BIGGEST LEAGUE OF ALL!*

MEANWHILE, BACK IN FUN CITY...

--FEEL AS THOUGH THIS IS MY HOME AWAY FROM HOME, NURSE.

I'VE BEEN IN THE HOSPITAL SO OFTEN, YOU KNOW.

I UNDERSTAND, MRS. PARKER.

EVEN SO--I HOPE WE DON'T SEE YOU AGAIN SOON.

COME ALONG, MAY--MARY JANE HAS THE ELEVATOR ON HOLD.

THANK YOU AGAIN, DEAR, YOU'RE ALL SO KIND.

IT'S TOO BAD PETER COULDN'T BE HERE TO PICK ME UP, MARY JANE--IT'S SO NICE TO SEE YOU YOUNG PEOPLE TOGETHER.

WELL, YOU KNOW PETEY, MRS. PARKER. YOUR NEPHEW'S GOT A LOT ON HIS MIND THESE DAYS.

MARY JANE--WAIT WITH MAY IN THE LOUNGE.

I'LL BRING THE CAR AROUND FRONT.

WELL, ISN'T THIS NICE?

WE HAVEN'T HAD A GIRL-TO-GIRL TALK IN THE LONGEST TIME, MARY JANE.

HOW HAVE YOU AND PETER BEEN GETTING ALONG, HMM, DEAR?

FRANKLY, MRS. PARKER... NOT AT ALL.

SINCE GWEN STACY CAME BACK, I HAVEN'T SEEN PETER ONCE. IT'S AS THOUGH HE'S FORGOTTEN I EXIST.

WHAT? DEAR GIRL, ARE YOU SERIOUS?

SERIOUS?

SERIOUS?

LISTEN, MRS. PARKER, BEFORE YOUR NEPHEW WENT TO PARIS--WE REALIZED SOMETHING ABOUT EACH OTHER--

--SOMETHING IMPORTANT--

--BUT THE WAY HE'S BEEN ACTING LATELY, WE MIGHT AS WELL NEVER HAVE--WELL, LIKE I SAID --FOR HIM, I'M NOT ALIVE!

MARY JANE WATSON, I AM **SHOCKED!** I NEVER THOUGHT A YOUNG GIRL LIKE YOU WOULD LET HERSELF BE **PUSHED ASIDE** BY ANOTHER WOMAN!

WHY, IT'S SIMPLY **DISGRACEFUL!**

MOST PEOPLE ONLY HAVE **ONE CHANCE** AT LOVE, DEAR--

--AND YOU MUSTN'T-- **MUSTN'T--** LET IT SLIP BY!

MY DARLING **BEN** ALMOST DIDN'T **PROPOSE** TO ME, YOU KNOW-- HE WAS SUCH A **SHY** MAN...

IF I'D LEFT THINGS TO **HIM**, I'D BE AN OLD MAID --AND NOT EVEN HAVE MY **MEMORIES.**

YOU'RE SAYING I SHOULDN'T LET PETER **GO**, MRS. PARKER?

I'M SAYING YOU SHOULD THINK ABOUT YOUR **FUTURE**, CHILD.

SOMETIMES A PERSON LETS THEIR **PRIDE** GET THE **BETTER** OF THEM, YOU KNOW--

BEEP

OH, MY-- THERE'S **ANNA.**

BEEP

PRIDE IS THE WORST THING IN THE **WORLD**, MARY JANE.

IT KEEPS PEOPLE **APART**-- WHEN THEY NEED EACH OTHER THE **MOST.**

YEAH...

NY 1355

YEAH, I SEE WHERE YOU'RE **COMING FROM**, MRS. PARKER.

MAYBE I **HAVE** BEEN A LITTLE **HARD-HEADED.** MAYBE YOU'RE **RIGHT.**

Y'KNOW, LADY-- YOU'RE PRETTY **TOGETHER!**

WELL, MY GOODNESS-- AT **MY** AGE, I CERTAINLY **HOPE** SO!

INTERMISSION, FOLKS.

*GO GET YOUR **POP-CORN** AND YOUR **COKES** AND WHEN YOU COME BACK, WE'LL START IN ON **ACT TWO:***

*NAMELY-- **WEB-SWINGING TIME!***

ALL SET? GOOD. HERRRRRRRRE'S --SPIDEY!

I DON'T BELIEVE IT.

REALLY... I DON'T *BELIEVE* IT.

THE *LAB REPORT* NED LEEDS SHOWED ME--

LABORATORY REPORT

--ACCORDING TO THE LAB'S *FINDINGS*, THE GIRL WHO TURNED UP IN MY APARTMENT *IS* GWEN STACY--

--*SORT OF*,

AND-- WELL-- SORT OF, SHE'S ALSO A *CLONE*.

ANOTHER PERSON-- GROWN FROM THE CELL TISSUE OF THE *FIRST* GWEN--

--*IDENTICAL* TO GWEN IN EVERY WAY, EVEN DOWN TO HER *MEMORY*.

EXCEPT-- HER MEMORY *ENDS* A SHORT TIME BEFORE GWEN'S *DEATH*.

WOW.

OH, WOW.

MIRRO

I JUST THOUGHT-- SUPPOSE *SHE* ISN'T THE *LAST*?

SUPPOSE THERE ARE *MORE*?

TEN GWEN STACYS-- A *HUNDRED*--?

A *THOUSAND* GWEN STACYS-- ALL IN LOVE WITH ME--ALL OF THEM WANTING A PIECE OUT OF MY *LIFE*--

HUH...?

THE *MIRROR* IN THAT STORE WINDOW--

--IT'S SHOWING A *REFLECTION* OF *GWEN!*

GWEN, I'M *SORRY*--YOU KNOW I *LOVED* YOU. YOU KNOW I ALWAYS--

GWEN?

NO...

HOW MANY TIMES ARE YOU GOING TO *DIE?*

HOW MANY TIMES AM I GOING TO *HOLD* YOU--AND FEEL YOU SLIPPING AWAY--*FOREVER?*

I WON'T!

I WON'T!

NO!

YOU CAN'T COME BACK! YOU'RE *DEAD!*

I WON'T LET YOU COME BACK!

I-- EH?

I- I MUST HAVE *FLIPPED OUT!* THE PRESSURE--THE STRAIN OF HAVING GWEN COME--BACK-- WAS ALMOST *TOO MUCH--!*

I'D BETTER--

YOU'D BETTER *HOLD IT RIGHT THERE,* WEB-SLINGER...

...AND COME OUT WITH YOUR HANDS *HELD HIGH!*

TERRIFIC. NOW WHAT DO I DO--WITH THE *POLICE* ON MY TAIL?

YOU NEED DO *NOTHING,* AMIGO--

THAK

THUNT

--TARANTULA HAS TAKEN CARE OF *EVERYTHING!*

HUH? BUT YOU'RE SUPPOSED TO BE--

IN JAIL?

TRUE, AMIGO-- AND I WOULD BE THERE *STILL,* THANKS TO *YOU.*

AND THAT, AMONG *OTHER* THINGS--

--IS WHY YOU *MUST DIE!*

F. W. WOOLWORTH

--HOLD--

--YOUR--

--BREATH--

DON'T--

"--AMIGO"!

WHUNK

M-MABEL... MAYBE IT'S T-TIME WE WENT BACK TO *D-DETROIT!*

SO *GET GOING HERMAN! GET GOING!*

YOU ARE *SWIFT*, SPIDER-HOMBRE.

WE COULD HAVE MADE *USE* OF YOU IN MY COUNTRY!

ON WHICH *SIDE*, TARANTULA?

THE *GUERRILLA REBELS* YOU *BETRAYED*--

--OR THE *MILITARY GOVERNMENT* WHICH THREW YOU INTO *EXILE*?

WHAT'SA *MATTER*, TARANTULA? ASHAMED OF YOUR SLIMEY *BACKGROUND*?

I *HAVE* NO SHAME, AMERICAN.

I HAVE *POWER*--

ON DUTY

KLANG

--AND *POWER* IS ALL I *NEED!*

-EEEEK! CABBIE-- GET US *AWAY* FROM HERE!

DON'T *WORRY* ABOUT IT, LADY. THESE SUPER-JERKS DO STUFF LIKE THIS *ALL'A TIME.*

IN NEW YORK, YOU GET *USED* TO-- *HUH?*

MY RADIATOR!

TAXI

COME DOWN HERE, YOU *CREEP!*

BUST UP *MY* CAR, WILLYA?

I SAID GET DOWN HERE!

SOME *OTHER* TIME, FRIEND. I'M *BUSY!*

I TELL YOU, HYMAN-- THIS BUS IS GOING THE *WRONG WAY!*

SO *WHO CARES*?

KENTUCKY CHICKEN | EAST HOUSTON | TRY GORDON'S GIN

5 EAST HOUSTON

71035

IF IT MEANS WE GET TO SEE *SPIDER-MAN* FIGHT THE *TARANTULA*--

--*LET* THE BUS GO THE WRONG WAY!

ME, I'M NOT *ARGUING!*

FUNNY...THE TARANTULA SEEMS TO BE RUNNING IN *CIRCLES!*

NOW WE'RE BACK WHERE WE *STARTED*-- BUT *WHY*?

POIK

POIK

HEY, TARANTULA-- ARE YOU *NUTS* OR SOMETHING?

WHAT'S WITH THIS *MERRY-GO-ROUND* BIT?

5 EAST HOUSTON 5

WHEN YOU STALK AN *ANIMAL*, AMIGO, FIRST YOU BRING HIM TO THE *TRAP*--

--AND THEN YOU THRUST HIM IN!

BONK!

5 EAST HOUSTO

KRASH!

HYMAN, LOOK--!

IT'S SPIDER-MAN!

MOVE TO THE REAR OF THE *BUS*, PLEASE. PLEASE MOVE TO THE *REAR* OF THE BUS.

WHAT THE--? ARE YOU *CRAZY*, FELLA?

MAYBE, IF I'M VERY *QUIET*-- THEY'LL ALL JUST *DISAPPEAR--!*

DON'T YOU SEE WHAT'S *HAPPENING*?

I'LL JUST *SIT* HERE AND READ MY PAPER. THAT'S WHAT I'LL DO.

WOW! LOOKIT *THAT!*

THANK YOU FOR MOVING TO THE REAR OF THE BUS.

ZAROOM!

NEXT STOP-- *FORTY-SECOND STREET.*

EAST HOUSTON ST.

GORDON'S

THIS IS *CRAZY*-- DOESN'T MAKE ANY *SENSE*--!

THE TARANTULA *FIGHTING* ME-- *THROWING* ME THROUGH THAT WINDOW--

--AND THE *DRIVER*-- ACTING LIKE NOTHING'S *GOING WRONG?*

FORTY-SECOND STREET... NEXT STOP, *CHAMBERS STREET.*

KRASH

READ THE DAILY BUGLE

THUMP

LEMME OUTTA HERE!

THIS CITY'S GONE CRAZY!

HELP! POLICE, HELP!

I WILL GO HOME AND I WILL GO TO *SLEEP*--

--AND WHEN I WAKE UP, NONE OF THIS WILL HAVE *HAPPENED.*

HYMAN...THAT BUS DRIVER *BROUGHT* US TO THAT SPOT, JUST SO THE TARANTULA COULD *DO* THAT TO SPIDER-MAN.

IS IT OUR *BUSINESS*, BERNIE?

WOULD ANYONE *BELIEVE* US IF WE *TOLD* THEM?

WOULD *YOU*?

BERNIE... MY POINT *EXACTLY.*

UMMMPPHH! TARANTULA'S PLAYING *SERIOUS* NOW--!

AND IF I DIDN'T HAVE *ENOUGH* PROBLEMS, THIS BUS KEEPS *SWERVING*-- SPEEDING LIKE *CRAZY*--!

ZAROOM!

ZAROOM!

"GREAT! IT'S SLOWING DOWN --STOPPING! NOW I CAN--

SKREECH

"HUH? THE DOORS ARE OPENING--

SWISH

"--SOMEONE'S GETTING ON--!"

I DON'T BELIEVE IT!

GWEN! WHAT'RE YOU DOING HERE, HONEY? YOU CAN'T--!

NO! SHE DOESN'T HEAR ME! SHE'S ACTING LIKE--A ROBOT?

MISS...YOU FORGOT YOUR THIRTY-FIVE CENTS.

NOT YOU AGAIN! MISTER, YOU CAN'T BE REAL!

NOBODY BEHAVES LIKE YOU DO-- NOBODY!

YOU DON'T THINK SO?

THEN I SUPPOSE "THE GIG IS UP," EH, LAWMAN?

NOBODY "REAL" DOES ACT THE WAY I DO--

--BECAUSE NO ONE "REAL" IS THE JACKAL!

HAHAHAHA

5 EAST HOUSTON ST.

OKAY, AT LEAST *SOMETHING* IN THIS NUTTY FIGHT IS BEGINNING TO MAKE *SENSE!*

THE JACKAL'S BEEN AFTER ME FOR *MONTHS*--

5 EAST HOUSTON 5

--AND HE MUST HAVE HIRED *THE TARANTULA* TO *HELP* HIM!

BUT *EVEN SO*--WHERE ON *EARTH* IS HE *TAKING* US? I--

OH, *NO!* THAT *VOLKS-WAGON*--!

PERSUASION

SCREECH!

GEORGE--*MOVE THE CAR.*

I-I CAN'T--THE BATTERY'S *DEAD*--! WE'RE *STUCK*--!

GEORGE--*MOVE THE CAR.*

I JUST *TOLD* YOU --THE- THE *BATTERY*--

ON ST.

SHUTTUP AND MOVE THE CAR!

WHONK!

YAAAAHHH!

OUSTON ST.

SWOOT SWOOT SWOOT

READ THE DAILY BUGLE

I TOLD YOU TO MOVE THE CAR, GEORGE.

UNNNH! THE TARANTULA'S STARTING TO WEAR ME *DOWN!*

I'VE GOT TO WATCH THOSE *STINGS* OF HIS-- CAN'T LET ONE *JAB* ME--!

SAY... *UP AHEAD*--

CRESPI ORGANIC FOODS

--IT'S THE BROOKLYN BRIDGE!

BUT-- THAT'S WHERE GWEN-- NO! CAN'T THINK ABOUT THAT!

THE BUS IS STOPPING--

--AND THERE GO GWEN AND THE JACKAL!

IF YOU CARE TO JOIN US, SUPER-HERO, YOU'LL FIND US ON THE TOP.

I'M SURE YOU KNOW YOUR WAY.

NUTS!

WHAK

YOU'RE NOT GOING ANYWHERE, JACKAL--

--LEAST OF ALL, WITH HER!

AMIGO--

--NEVER TURN YOUR BACK ON A TARANTULA!

PONGG!

DRUGGED TIP--

--POISON SPEEDING THROUGH MY BODY--

--GWEN, FORGIVE ME--I--

--CAN'T--

--UHHHHHH

UHHH-- WHAT?

CHAINS? I'M CHAINED--?

IT WAS NOT MY IDEA, AMIGO. I WOULD HAVE MADE YOUR DEATH A QUICK AND PAINLESS ONE--

--BUT YOU SEE, MY FRIEND INSISTED WE WAIT TILL YOU AWAKENED.

GWEN... YOU'VE GOT TO TELL ME WHAT THIS IS ABOUT... I CAN'T UNDERSTAND WHAT--

OF COURSE YOU CAN'T UNDERSTAND, YOU DOLT!

HOW COULD YOU UNDERSTAND ANYTHING I'D CONCEIVED?

HOW CAN YOU UNDER-STAND PURE HATE--

--THE HATRED I FEEL FOR YOU, BECAUSE OF WHAT YOU DID TO THIS POOR, DARLING YOUNG GIRL?

DON'T LOOK TO HER FOR HELP, SPIDER-MAN. SHE'S MINE NOW-- AND YOU CAN'T HURT HER ANYMORE!

I GAVE HER LIFE--

--JUST AS I'M GOING TO GIVE YOU DEATH--

--BY KILLING YOU THE SAME WAY YOU KILLED GWEN STACY TWO YEARS AGO!

GO AHEAD, TARANTULA-- PUSH HIM OFF!

ADIOS, AMIGO. YOU WERE A GOOD FOE-- IF A FOOLISH ONE.

AAHAHA HA HA HA HA

HEY!

OKAY, HERO-MAN...

LET'S SEE YOU GET OUT OF THIS!

TO BE CONTINUED!

NEXT ISSUE: REVEALED AT LAST! WHO IS... THE JACKAL?

SPIDER MAN

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the AMAZING SPIDER-MAN®

™

ADIOS, WEBHEAD! GIVE OUR REGARDS TO THE *FISHES!*

TODAY THE *TARANTULA* TRIUMPHS!

G.K. + J.K.

REVEALED AT LAST!

THE SHATTERING SECRET OF THE JACKAL!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

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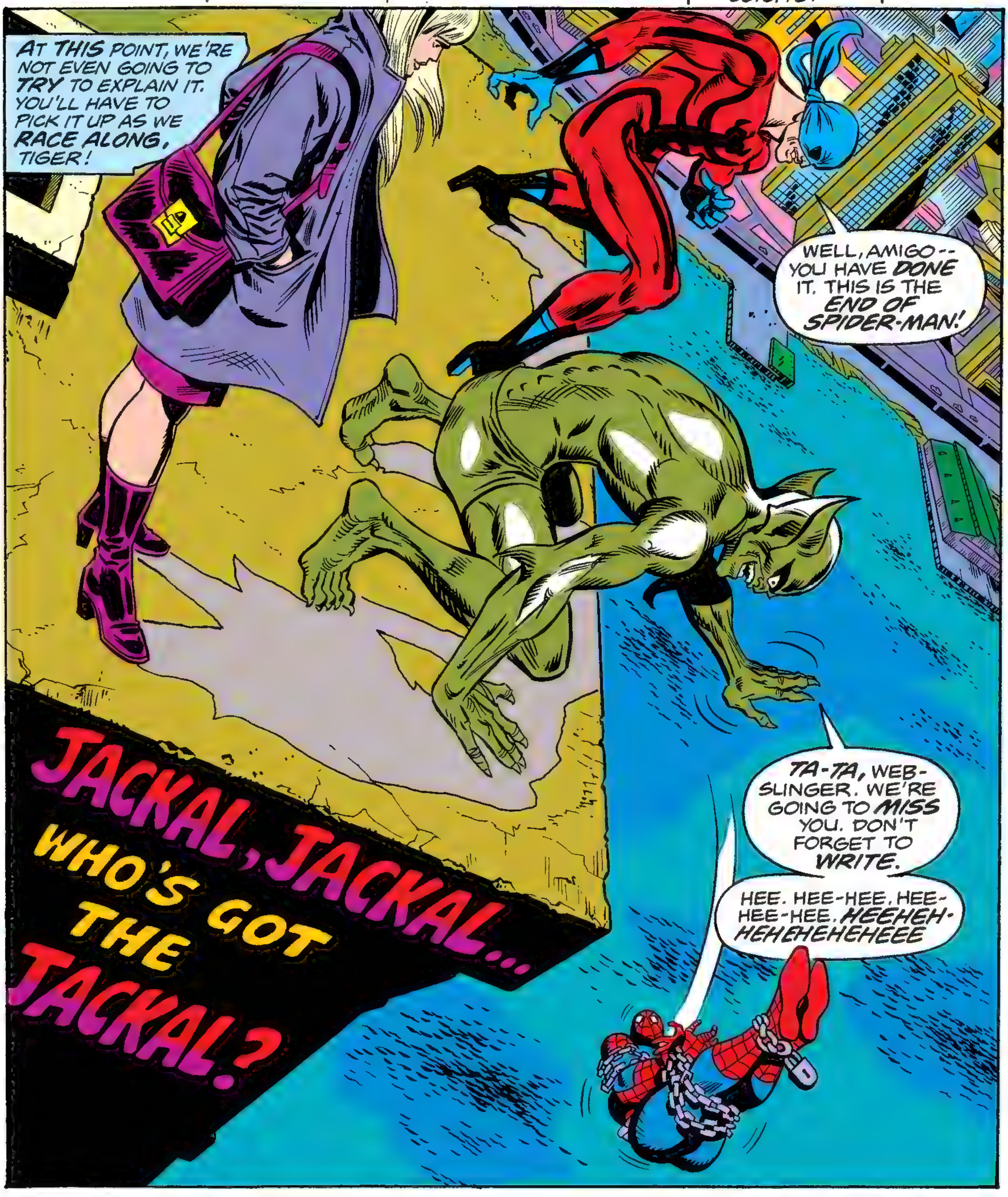

TERR-RIFIC! THE JACKAL'S REALLY DONE IT TO ME THIS TIME--

--BUT WITH ANY LUCK AT ALL, I MIGHT JUST BE ABLE TO CATCH A PASSING CORNICE STONE WITH MY WEBBING, AND--

SO MUCH FOR THAT IDEA.

I'M FALLING SO FAST, AND MY ARMS ARE BOUND SO TIGHTLY-- I CAN'T TAKE PROPER AIM WITH MY WEB-SHOOTER!

BUT I'VE GOT TO TRY! I CAN'T FLUNK OUT NOW-- WITH THE MYSTERY OF GWEN STACY HANGING OVER MY HEAD!

I'D NEVER BE ABLE TO LIVE WITH MYSELF!

THWIP!

OBOY. I KNOW I'M REALLY IN TROUBLE WHEN I START MAKING LOUSY JOKES LIKE THAT.

C'MON, WEBBING-- DO IT! DO IT!

THWIP!

DONE!

NICE AND *SMOOTH*, HERO. *NICE* AND SMOOTH.

I'VE GOT TO *HAND* IT TO MYSELF--WHEN IT COMES TO *CLOSE SHAVES*, I'M THE WORLD *CHAMPION* CLOSE-SHAVER!

LARRY

SHELL

ALL I'VE GOT TO DO NOW IS GET RID OF THE *INERTIA* FROM MY FALL BY SWINGING ON MY WEB LIKE A *PENDULUM*--

--AND WHEN I'M DONE WITH *THAT*--

--THE JACKAL AND I ARE GOING TO HAVE A LITTLE *TÊTE-A-TÊTE*--

--JUST THE *TWO* OF--

HUH?

SWINGING BACK *TOO FAR!* I'M GOING TO--

WHOMP!

THERE THEY ARE, LIEUTENANT--UP ON THE SUPPORT COLUMN!

HOW'D THEY DO THAT--BY HELICOPTER?

FRANKLY, MISTER--I DON'T KNOW AND I DON'T CARE!

YOU UP THERE! STAY RIGHT WHERE YOU ARE! WE'RE COMING TO GET YOU--AND WE DON'T WANT ANY TROUBLE! UNDER-STAND?

OF COURSE I UNDERSTAND, YOU BLUE-SUITED APE. I SPEAK ENGLISH, DON'T I?

YET THE DIFFERENCE BETWEEN UNDER-STANDING AND OBEYING IS THE DIFFERENCE BETWEEN NIGHT AND DAY.

EXCUSE ME, MY DEAR. MAY I HAVE YOUR COAT?

THANK YOU.

NOTICE, TARANTULA, WHAT I'VE CONCEALED WITHIN THE DARLING MS. GWEN STACY'S JACKET:

A COMPLETE, PORTABLE JET PACK--

--WHICH YOU SHALL DO US THE HONOR TO WEAR.

BUT, SENOR JACKAL--IT HAS NO FUEL!

TARANTULA, YOU INSULT ME.

GWEN--YOUR PURSE, PLEASE?

WE'RE WARNING YOU, FELLA-- THERE'S NO WAY DOWN EXCEPT THE INSIDE STAIRS.

SO UNLESS YOU'RE GONNA SPROUT WINGS-- YOU BETTER CHUCK IT IN--

--NOW.

YOU SEE, MY SOUTH AMERICAN COLLEGUE?

I'VE ANTICIPATED EVERY CONTINGENCY. A JET PACK WITHIN THE GIRL'S COAT--

--AND SOLID FUEL CAPSULES IN HER HANDBAG!

COME, TARANTULA-- LET US AWAY-- HEY?

WHERE... ARE... WE... GOING?

AMAZING GIRL, TARANTULA. EVEN HYPNOTIZED, SHE RETAINS HER CURIOUSITY.

WE'RE GOING TO A SAFE PLACE, GWEN DEAR--

--WHERE NO ONE WILL EVER FIND US-- INCLUDING THE POLICE!

UH... LIEU-TENANT? IS THAT FOR REAL?

MISTER, IF WE'RE SEEING IT, IT'S REAL...

"...I HOPE."

SOON, SEVERAL HUNDRED FEET BELOW...

OKAY-- THIS ONE WE DON'T BLOW. SPIDER-MAN'S BEEN HANDED TO US ON A SILVER PLATTER--

--AND IT'LL MEAN OUR HEADS IF HE GETS AWAY! UNDERSTAND?

YES SIR!

EASY--TAKE IT *EASY.*

SET 'IM DOWN *GENTLY.* IS HE STILL *BREATH-ING?*

I THINK *SO,* LIEUTENANT.

GREAT. THIS MEANS A *CAPTAINCY* FOR SURE!

SHOULD I TAKE OFF HIS *MASK...?*

NO, *NO!* ARE YOU *CRAZY?*

THERE'LL BE *TV CAMERAS* ON THE DOCK--AND THE REPORTERS'LL WANT TO STAGE SOME SORTA *DRAMATIC UNVEILING!*

...I ALWAYS *WONDERED* HOW I'D LOOK ON TV...

HEY, *LIEUTENANT!* LOOK WHO *ELSE* IS WAITIN' FOR US!

THE COMMISSIONER!

RALPH ARBUNKLE... *THIS* IS YOUR *LUCKY DAY!*

QUICK--GET THOSE *CHAINS* OFF HIM! *HURRY!*

RAINBOLT WHSE.

HUH? BUT *WHY,* LIEUTENANT--?

HOW'S IT GONNA *LOOK,* YOU BOOB, IF FOUR OF *NEW YORK'S FINEST* CAN'T HOLD SPIDER-MAN WITHOUT KEEPING HIM CHAINED UP LIKE A *MAD GORILLA?*

WHEN YOU'RE DEALING WITH THE *TELE-VISION AUDIENCE,* YOU'VE *GOT* TO THINK ABOUT *AP-PEARANCES*--KNOW WHAT I MEAN?

LIEUTENANT, I KNOW EXACTLY WHAT YOU MEAN!

LOOK AT ME! I HAD TO APPEAR UNCONSCIOUS SINCE YOU GUYS PICKED ME UP.

AND WHILE I HATE TO HAVE TO RAISE MY HAND AGAINST YOU--

--IT'S TIME I GOT OFF!

NO! YOU CAN'T DO THIS TO ME!

--AND I HOPE YOU BUY YOUR SHOES WHOLESALE, ARBUCKLE, BECAUSE YOU'LL BE POUNDING A BEAT FOR THE NEXT TWENTY YEARS!

YOU CAN'T!

BRAKAKAKA

STREET SCENE: ONE HALF HOUR LATER, ON MANHATTAN'S LOWER WEST SIDE...

PARKING

WELL! IF IT ISN'T PETER PARKER-- THE LONELY GIRL'S FRIEND.

UH...HELLO, MARY JANE...

HEY! THE MAN REMEMBERS MY NAME!

FOR A WHILE THERE, I'D THOUGHT YOU'D FORGOTTEN IT, FELLA--OR AT LEAST MY PHONE NUMBER.

WHAT'S WRONG-- GWEN STACY TAKE UP ALL YOUR FREE TIME THESE DAYS, NOW THAT SHE'S BACK?*

UHH...

LOVE

*GWEN RETURNED IN ISSUE #144. --LEN.

SAY, YOU LOOK ALL *POOPED-OUT*, TIGER. GUESS BLONDIE'S BEEN KEEPING YOU UP *LATE* NIGHTS--RIGHT?

COME *ON*, PARKER. I'M GIVING YOU A CHANCE TO *DEFEND* YOURSELF.

OR CAN'T YOU THINK OF SOMETHING *SWEET* AND *ENDEARING*?

UHHH... LISTEN, COULD WE... TALK ABOUT THIS SOME OTHER *TIME*...?

UH-*UNH*, FRIEND. WE'RE TALKING ABOUT IT *NOW*.

TODAY.

THIS MINUTE.

I HAD A LONG *TALK* WITH YOUR *AUNT MAY* THE OTHER NIGHT, PAL-- AND THAT LADY HIT THE NAIL STRAIGHT ON THE *HEAD*.

SHE TOLD ME--IF YOU WANT TO *KEEP* A MAN, YOU'VE GOT TO *FIGHT* FOR HIM.

AND BUDDY-- I'M *FIGHTING*. CONSIDER THIS A *DECLARATION OF WAR*.

SURE. UH-HUH. ANYTHING YOU SAY.

SNAP OUT OF IT, MAN! I'M TALKING TO YOU!

OKAY, SO SOMETHING *FREAKY* IS GOING ON WITH GWEN --OR *WHOEVER* THIS CHICK IS-- *OKAY*, I *UNDERSTAND* THAT, GOT IT?

I *UNDERSTAND*.

UH-HUH. THAT'S SWELL, *MJ*.

WHAT I'M *SAYING* TO YOU, PARKER, IS *THIS*:

IT'S *HER*-- OR IT'S *ME*.

EITHER *YOU* GET YOURSELF *TOGETHER*--

--OR I'LL GET YOU TOGETHER *MYSELF*!

THUMP

ARE YOU LISTENING TO ME?

GOOD LORD... WHAT HAVE I DONE?

MARY JANE, WAIT, I--

SHE'S GONE.

PARKER, MY MAN, YOU ARE A TRULY *FIRST-CLASS* DODO.

YOU ARE WHAT THEY CALL IN THE TRADE-- *STUPID.*

THAT'S *S-T-U-P-I-D.*

STUPID.

YES, GANG, IT'S NOT BEEN WHAT YOU'D TERM A *GREAT DAY* FOR OUR HARRIED HERO. IT'S BEEN THE SORT OF DAY YOU WANT TO *FORGET*-- AS *QUICKLY* AS POSSIBLE.

PETER PARKER FORGETS THINGS BY TAKING A *BATH*...

(LISTEN-- SOME PEOPLE BET ON *HORSES*, OTHER PEOPLE TAKE *BATHS*. WHATEVER GETS YOU THROUGH THE *NIGHT*, PILGRIM...)

BROTH-*ER* DID I NEED *THIS.*

FOR THE NEXT *HOUR*, I'M JUST GOING TO *SOAK* AND--

BING-BONG

HUH? THE DOORBELL?

MARY JANE--?

MARY JA--

OH.

HELLO, NED.

SORRY YOU'RE NOT PLEASED TO *SEE* ME, PARKER.

MIND IF I *COME IN?*

WHAT? OH --*SURE* NED. SURE.

WANT SOME *COFFEE?*

THANKS.

I'VE BEEN *THINKING* ABOUT THIS *GWEN STACY* THING, PETER--IN BETWEEN MY ASSIGNMENTS AT THE *DAILY BUGLE*-- AND I'VE GOT SOME *THOUGHTS* TO THROW AT YOU.

ONE: THE *REAL* GWEN-- THE GWEN *WE* KNOW IS *DEAD*.

SUCH AS?

TWO: THERE SEEMS TO BE A *SECOND* GWEN--A *CLONE* OF THE FIRST.

THIS SECOND GWEN HAS ALL THE FIRST ONE'S MEMORIES-- BUT *HER* EXPERIENCE IS SEVERAL MONTHS OUT OF *DATE*.

GO ON!

YOU WANT MILK OR *CREAM*?

CREAM.

THREE: *SOMEONE* IS BEHIND THE APPEARANCE OF THIS SECOND GWEN-- SOMEONE WHO MEANS EITHER *YOU* OR *SPIDER-MAN* HARM.

I SAY THAT BECAUSE SPIDER-MAN WAS ORIGINALLY *BLAMED* FOR GWEN STACY'S *DEATH*--

--*BEFORE* IT WAS LEARNED THAT THE *GREEN GOBLIN* WAS RESPONSIBLE.

FOUR: WHOEVER HAS BROUGHT GWEN BACK *HAD* TO HAVE HAD ACCESS TO HER CELL TISSUE WHEN SHE WAS *ALIVE*--

THAT'S *IT*, NED--I THINK YOU'VE *GOT IT*!

TELL ME WHAT I'VE GOT.

GWEN AND I TOOK SEVERAL *CLASSES* TOGETHER AT COLLEGE--ONE OF THEM PROFESSOR WARREN'S *BIOLOGY CLASS!* I REMEMBER THE PROFESSOR'S *ASSISTANT* COLLECTING *CELL SAMPLES* FOR SOME PROJECT OR OTHER--

--SAMPLES FROM THE *ENTIRE* CLASS--

--*INCLUDING GWEN!*

IF PROFESSOR WARREN CAN REMEMBER WHAT *HAPPENED* TO THOSE SAMPLES--

LET'S GO!

UH--BUT BEFORE WE *DO*-- MAYBE I'D BETTER PUT SOME *PANTS* ON--!

ONE HOUR AND TWENTY-FIVE MINUTES LATER; PETER'S COLLEGE CAMPUS IN QUEENS...

PROFESSOR WARREN ALWAYS TEACHES A LATE CLASS ON TUESDAY, NED--

--AND THERE HE IS NOW. HEY, PROFESSOR!

WHAT--? OH, IF IT'S A PARKER. SCHOOL MATTER,

COULD I SEE YOU A MOMENT, SIR?

MY OFFICE HOURS--

UH,,,IT'S NOTHING LIKE THAT, PROFESSOR. AS A MATTER OF FACT, I DON'T KNOW HOW TO EXPLAIN...

THEN RELAX, SON. TENSION ISN'T GOOD FOR A BOY YOUR AGE.

MAYBE I SHOULD TRY, PROFESSOR. MY NAME IS NED LEEDS--AND WE'RE HERE ABOUT GWEN STACY.

GWEN? BUT THE POOR GIRL'S--

DEAD, SIR. THAT'S WHY WE'RE HERE--UH--I MEAN, SHE IS AND SHE ISN'T.

WHEW! I'M NOT BEING VERY CLEAR, AM I?

NO, PETER, YOU'RE NOT.

PROFESSOR--HAVE YOU EVER HEARD ABOUT CLONES--?

SLOWLY, PAINFULLY, PETER PARKER RELAYS THE EVENTS OF THE PAST FEW WEEKS... AND AS HE TALKS, HE BEGINS TO DOUBT THE FABRIC OF HIS OWN SANITY ... UNTIL...

PERHAPS I CAN HELP YOU, PETER.

AS I RECALL, THERE WERE SOME CELL SPECIMENS LEFT OVER AFTER THAT LAB PROJECT YOU MENTIONED.

I KEPT THEM HERE--

--IN THIS REFRIGER--

THAT'S ODD, THE SPECIMENS ARE GONE.

GONE?

I AFRAID *SO*, PETER-- AND I'VE A FAIR IDEA WHO MIGHT HAVE *TAKEN* THEM.

MY *ASSISTANT* AT THAT TIME--

--ANTHONY SERBA.

BUT AS TO *HIS* WHERE-ABOUTS--

I CAN'T *HELP* YOU. SERBA *DISAP-PEARED* SOME MONTHS AGO.

THANKS, PROFESSOR WARREN.

NED AND I WILL TAKE IT FROM *HERE*.

AND, WHEN THE TWO FRIENDS GET OUTSIDE...

PETER, YOU TRY TO TRACK DOWN SERBA'S OLD ADDRESS FROM THE *REGISTRAR'S OFFICE*. I'M HEADING BACK TO THE *BUGLE*--

--TO FIND OUT IF ANY-ONE'S LOCATED *GWEN*.

LEAVE A MESSAGE FOR ME *THERE* WHEN YOU FIND THE *ADDRESS*. TILL THEN, BUDDY--

ADIOS, AMIGO!

TRANSITION:

*A GOODLY TIME AFTER THE PREVIOUS SCENE, IN THE PART OF MANHATTAN KNOWN AS **MIDTOWN EAST**...*

SERBA SEEMS TO BE ONE OF THOSE *PATHETIC* GUYS--

--THE KIND WHO DEVOTE THEMSELVES *ENTIRELY* TO THEIR WORK, TO THE EX-CLUSION OF EVERY-THING *ELSE*!

HIS *FILE* SAID HE HAS NO KNOWN INTERESTS OTHER THAN HIS *WORK*--

--AND JUDGING BY THE BUILDING HIS *APART-MENT* IS IN, I BELIEVE IT!

THIS IS AN OLD *FACTORY*-- NOT EVEN A *NICE* FACTORY.

AND ON TOP OF *THAT*, SERBA'S TASTE IN FURNITURE IS *NON-EXISTENT*--

--LIKE THE *FURNITURE*.

FUNNY. *LIGHTS* DON'T WORK.

GUESS I'LL HAVE TO USE MY *SPIDER-SIGNAL* AS A *SPOTLIGHT*..

--AND THOUGH THE EFFECT IS RATHER *WEIRD*--

--IT'S CERTAINLY BETTER THAN BUMPING AROUND IN THE *DARK*.

SAY--THIS PLACE ISN'T *UNDER*-FURNISHED... IT ISN'T FURNISHED AT *ALL*!

EITHER SERBA HAS *NEVER* LIVED HERE--OR HE *MOVED OUT* MONTHS AGO!

I CAN'T FIGURE WHY--

UH- OH.

COMPANY.

GREETINGS, AMIGO. NOW WE SHALL FINISH OUR *BUSINESS*, SI?

WE SHALL FINISH IT-- WITH YOUR DEATH!

TARANTULA! THEN WARREN'S ASSISTANT IS CONNECTED TO THE JACKAL--

--OR THE JACKAL'S NEW HENCHMAN WOULDN'T BE HERE!

AT LEAST HE WAS HERE--!

WITH THE LIGHTS OUT, I'VE LOST HIM--

--BUT NOT FOR LONG!

CAN'T LET THOSE SPIKE-TOES HIT ME-- ONE SCRATCH FROM THE DRUGGED TIP--

--AND I'M OUT!

DANCE, AMIGO! DANCE--OR DIE!

SORRY, PAL-- BUT I ONLY DANCE WITH *GIRLS*.

BESIDES, I'VE GOT A FEELING YOU'D STEP ALL OVER MY *TOES*--

--KNOW WHAT I MEAN?

BONK!

IT'S *NO GOOD!* FIGHTING IN THIS *DARK-NESS*--

--IS LIKE PLAYING *FOOT-BALL* WITH A *BLINDFOLD* ON!

I'VE GOT TO GET US *OUT* OF HERE--

-- SO I'LL HAVE TO TIME THIS *JUDO-THROW*--

--JUST RIGHT!

CRASSH!

!EEEE! GRINGO--ARE YOU TRYING TO KILL US BOTH?

BUDDY, THE WAY I FEEL THESE DAYS, THAT MIGHT NOT BE A BAD IDEA.

BUT NO--

--AS A MATTER OF FACT, I'M NOT!

WHAT I'M DOING IS CHANGING OUR LOCALE--

--SO I CAN DO THIS--

FFT

--AS WELL AS THIS!

WHAM

URRRKKK! ESTUPIDO! DO YOU THINK TO DEFEAT ME SO QUICKLY?

I TRAINED TO BECOME MY COUNTRY'S CAPTAIN AMERICA--A MAN OF MUCHO MACHISMO--

--A TRULY GRAN HOMBRE!

ENJOY BLATZ BEER

BLATZ

NO ONE IS GREATER THAN THE TARANTULA!

AND NO ONE CAN SURVIVE THE TARANTULA'S STING!

SPOK

ENJOY BLATZ BEER

MISTER, LIKE I TOLD YOU ONCE BEFORE... YOU TALK TOO MUCH.

MY FEET--

MADRE DE DIOS!

PUERCO! PIG! WHEN I AM FREE, I WILL--

--WAKE UP IN JAIL.

PLEASANT DREAMS, GRAN HOMBRE.

THOMK

SPLOOSH

GAME... SET... AND MATCH.

BLATZ BEER

AFTER I HAUL THE BIG T OFF TO THE LOCAL PRECINCT, I'M GOING TO GO OVER THIS BUILDING WITH A FINE TOOTH COMB--SEE IF I CAN PICK UP THE TRAIL OF MY FRIENDLY NEIGHBORHOOD--

--JACKAL!

SPIDER-SENSE--WARNING ME--BUT I CAN'T--

SAZK

UNNNHH!

YOU! BUT--YOU COULDN'T--HAVE SNEAKED UP--ON ME--!

NO ENEMY--CAN--SNEAK--

TRUE, SPIDER-MAN! QUITE TRUE! YET I DID "SNEAK UP" ON YOU, DIDN'T I?

I EVEN BROUGHT YOUR FRIENDS ALONG--GWEN STACY AND NED LEEDS!

IN MERE MOMENTS, THE DRUG ON MY CLAWS WILL PUT YOU TO SLEEP--

--YET I THINK IT'S ONLY FAIR YOU KNOW WHY I COULD SURPRISE YOU.

AFTER ALL, YOUR FAMED SPIDER-SENSE ONLY PROTECTS YOU AGAINST ENEMIES, NOT "FRIENDS"--

--AND, DEAR BOY, HAVEN'T I ALWAYS BEEN YOUR FRIEND?

PROFESSOR WARREN!

THE JACKAL IS--PROFESSOR WARREN!

AND ON THAT SOMEWHAT BIZARRE NOTE, LADIES AND GENTLEMEN, WE TAKE OUR LEAVE--PROMISING TO CONCLUDE THIS SIX-PART STORY IN OUR NEXT STARTLING ISSUE, WITH A TALE ENTITLED:

EVEN IF I LIVE--I DIE!

BELIEVE US, TIGER--IT'S A WOW!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

ONE WEB-SLINGER MUST *SLAY* THE OTHER-- OR NED LEEDS IS *DOOMED!*

EITHER WAY, *THE JACKAL WILL HAVE HIS REVENGE!*

THIS IS IT!

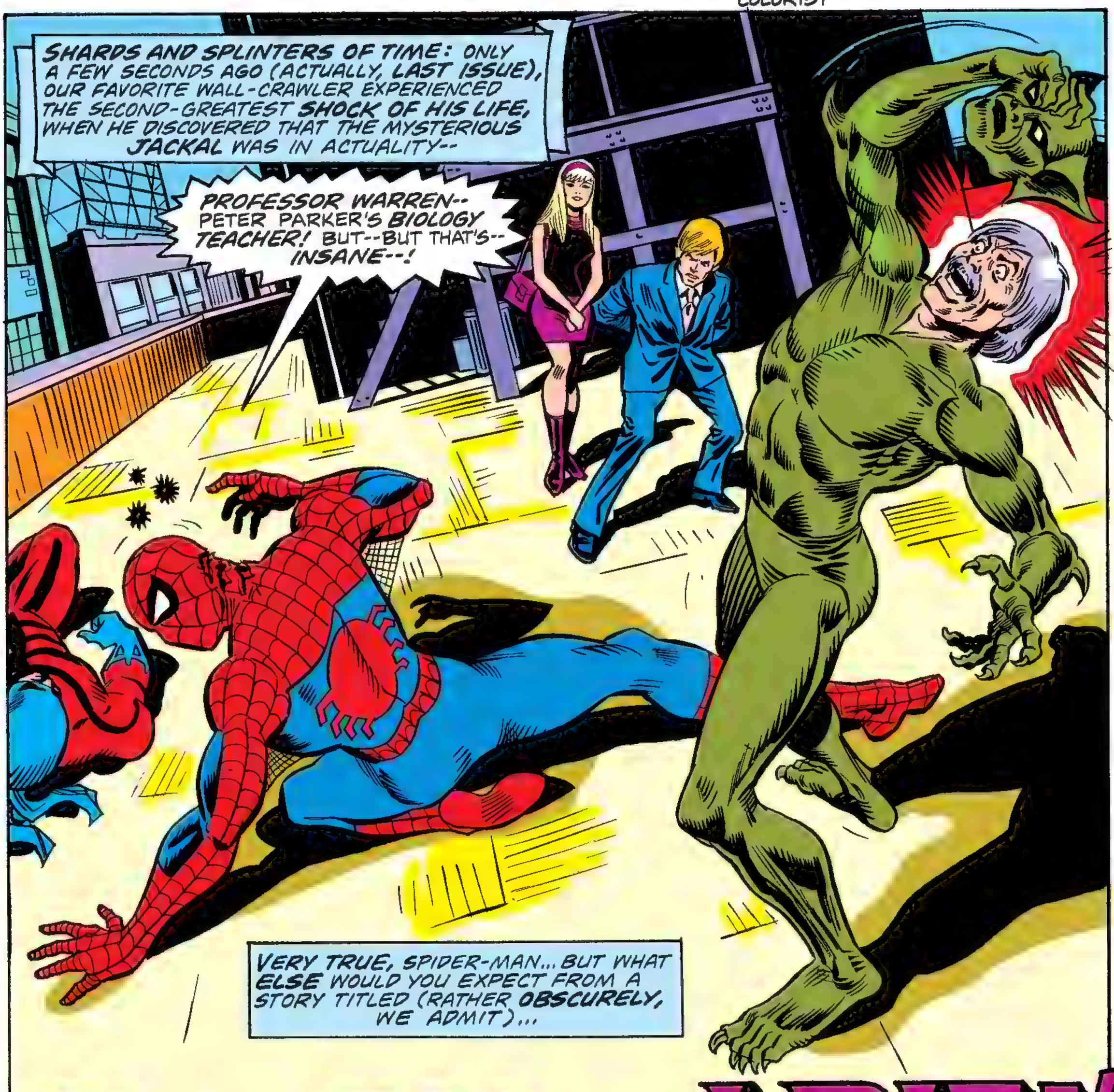
THE ASTONISHING *CLIMAX* OF THE *SPIDEY-JACKAL WAR...*

"EVEN IF I LIVE...I DIE!"

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST * MIKE ESPOSITO EMBELLISHER * ANNETTE K., LETTERER JANICE C., COLORIST * MARV WOLFMAN EDITOR



TIME, SPLINTERS AND SHARDS OF:

STRUCK FROM BEHIND BY THE JACKAL'S SPECIALLY **DRUGGED CLAW**, OUR HERO SLUMPS **FORWARD** ONTO THE TAR-PAPERED ROOF, HIS MIND ROAMING **BACKWARD** OVER THE PAST DAY'S **EVENTS**:

HE RECALLS BEING **THROWN** FROM THE TOP OF THE **BROOKLYN BRIDGE** BY THE JACKAL AND HIS TEMPORARY COHORT, **THE TARANTULA**--

POLICE

--AND HE RECALLS **ESCAPING** FROM THE POLICE BOAT WHICH **RESCUED** HIM AFTER HE'D INGENIOUSLY **BROKEN** HIS FALL--!

FURTHER, HE REMEMBERS GOING WITH **NED LEEDS** TO **PROFESSOR WARREN**, TO CHECK ON THE EXISTENCE OF CERTAIN **CELL SAMPLES** FROM WHICH GWEN STACY'S **CLONE** HAD BEEN CREATED--

--SAMPLES WHICH WARREN CLAIMED HAD BEEN **STOLEN** BY A MAN NAMED **ANTHONY SERBA.**

--AND THEN THE **CRUSHING DEFEAT** AT THE HANDS OF THE JACKAL STRIKING-- TYPICALLY-- FROM **BEHIND.**

HE REMEMBERS, AND THEN THE MEMORY **COLLAPSES**--

YES, HE RELIVES IT **ALL**: THE FIGHT WITH **TARANTULA** ON THE ROOF OF SERBA'S OLD **APARTMENT**--

--THE **VICTORY**--

--INTO SPLINTERS AND SHARDS.

WHEN HE NEXT AWAKES--

--IT'S TO FIND HIMSELF IN AN ABANDONED TENEMENT IN LOWER MANHATTAN--

--VERY SECURELY BOUND.

HAD A NICE NAP, WEB-HEAD?

HUH? WHO--?

OH. IT'S YOU.

DON'T BE SO DISAPPOINTED, SPIDER-MAN. I'VE GONE TO A GREAT DEAL OF TROUBLE TO BRING YOU HERE.

HURRAY, HURRAY.

TSK-TSK. THIS IS MY MOMENT OF TRIUMPH, YOU KNOW.

THIS IS WHEN I HAVE MY REVENGE. TRY NOT TO SPOIL IT... OKAY?

PROFESSOR, IF THERE'S ONE THING THIS IS NOT--

--IT'S OKAY!

LUCKILY, THESE STRAPS OF YOURS ARE LIKE TISSUE PAPER--

--AT LEAST, FOR A GUY WITH SPIDER-STRENGTH!

ANYTHING YOU WANT TO SAY BEFORE I TEAR YOU APART?

ONLY THIS, DEAR BOY:

YOU HAVEN'T A CHANCE!

LOOK, PROFESSOR, LET'S STOP PLAYING *GAMES.* YOU'RE A *SICK MAN...* BUT THAT'S ONLY GOOD FOR *SO MUCH.*

I MAY BE *SICK,* SPIDER-MAN... BUT I'M NOT A *MURDERER.*

KEEP *PUSHING* ME, AND I'LL *PUSH BACK-- HARD.*

YOU ARE.

THAT DOES IT.

YOU ARE THROUGH.

HUH--?

SURPRISED AT MY *AGILITY,* PARKER? DON'T BE.

SNAK

YOU FORGET-- *I'M THE JACKAL--*

--AND THE JACKAL HAS SHINY CLAWS!

IF YOU'VE *DRUGGED* ME AGAIN, I'LL--

NO DRUGS *THIS* TIME, PARKER--

SKRAK

--I DON'T *REQUIRE* THEM!

SKAK

I CAN *DESTROY YOU MYSELF--*

THUS!

SLAS
SH

SLAK

AND THUS!

STILL GROGGY FROM THAT LAST KNOCK-OUT! REACTION TIME TOO SLOW--

--CAN'T DEFEND-- MYSELF--

--BUT I HAVE TO--

--HAVE-- TO--

UMMPPHH!

WHUMP

I WANTED TO PROVE TO MYSELF-- AND TO YOU-- HOW EASILY I CAN DEFEAT YOU, SPIDER-MAN!

YOU ARE NOTHING--

--NOTHING!

YOU AREN'T EVEN FIT TO SOIL MY HANDS!

BOMP

COME ON, PARKER... STAND UP. THIS MAN... IS YOUR MORTAL ENEMY.

STAND UP, YOU LAZY NO-GOOD--

THUMP

AND SO IT ENDS, DEAR ENEMY. THE BATTLE WE'VE FOUGHT THESE MANY MONTHS IS FINALLY OVER.

YOU'RE PROBABLY ASKING YOURSELF: "WHY? WHY DOES HE HATE ME? WHY IS HE GOING TO KILL ME?"

I'LL TELL YOU WHY, PARKER. I HATE YOU BECAUSE YOU'RE YOUNG. I HATE YOU BECAUSE YOU WERE LOVED BY GWEN STACY.

AND I HATE YOU-- BECAUSE YOU LET HER DIE!

"FROM THE DAY I FIRST SAW GWEN STACY, I--ADMIRED HER. SHE WAS A GOOD STUDENT, BRIGHT AND ATTENTIVE--PERHAPS SHE REMINDED ME OF THE DAUGHTER I NEVER HAD.

"WHATEVER THE REASON FOR THE ATTRACTION, I FELT DRAWN TO HER--PROTECTIVE-- FATHERLY.

"AND WHEN SHE DIED--

CO-ED BELIEVED SLAIN BY SPIDER-

GWEN STACY SPIDERMAN

"--WHEN SHE DIED--

"--SOMETHING DIED WITHIN ME, TOO.

"I CRIED THAT DAY, PARKER.

"LORD, HOW I CRIED.

"THE NEXT DAY WAS A BLUR, PASSING QUICKLY, UNTIL...

PROFESSOR WARREN-- LOOK AT THIS. THE CLONING EXPERI-MENT SUCCEEDED!

WE'VE PRODUCED A LIVING FROG!

THAT'S VERY INTERESTING, SERBA... EXTREMELY INTERESTING. YES...YES, INDEED.

I THINK...YES, I BELIEVE I'VE SOME-THING TO SHOW YOU...!

"REMEMBER THOSE TISSUE SAMPLES YOU AND NED LEEDS ASKED ME ABOUT?* SERBA DIDN'T TAKE THEM, PARKER... I DID...

*LAST ISSUE. --MARV.

"I GAVE THEM TO HIM AND TOLD HIM THEY WERE SAMPLES FROM A RAT.

"HE WAS SO EXCITED--

"--THOUGH NOT AS EXCITED AS HE WAS FOUR WEEKS LATER, WHEN--

PROFESSOR! THOSE SAMPLES-- I'VE CLONED BOTH SUBJECTS--

--AND THEY'RE HUMAN!

WE HAVE TO DESTROY THEM AT ONCE!

DESTROY THEM? DESTROY THEM?

FOOL--WHY DO YOU THINK I WANTED THEM CLONED?

BE SILENT BEFORE EVERYONE HEARS--

RRK

--YOU.

LORD IN HEAVEN... HE'S DEAD.

BUT... I COULDN'T HAVE KILLED HIM...

...NOT ME...

...NOT ME...

...NOT ME...

"OVER AND OVER, WHILE I DISPOSED OF SERBA'S BODY, I KEPT REPEATING THAT PHRASE TO MYSELF--

--CONVINCING MYSELF I HADN'T KILLED SERBA, THAT THE MURDERER WAS SOMEONE ELSE--

"--WHICH, OF COURSE, HE WAS.

--BY FAR THE MOST COWARDLY OF PREDATORS IS THE JACKAL, A MEMBER OF THE CANINE SPECIES WHO--

THE JACKAL... THAT'S WHO KILLED SERBA... NOT ME.

THE JACKAL.

"THE NEXT SEVERAL MONTHS WERE QUITE **BUSY** ONES, PARKER. I HAD TO CARE FOR THE **CLONES**, DESIGN MY **JACKAL** EQUIPMENT AND COSTUME, TRAIN MYSELF **ATHLETICALLY**, ALL THE WHILE BEING DRIVEN BY ONE CONSUMING **PASSION**:

"THE **RE-CREATION** OF A WOMAN I--THAT IS, A **GIRL** I FELT--I--

"THE **RE-CREATION** OF **GWEN STACY**--AND THE ACTING OUT OF MY **REVENGE** FOR HER SAVAGE **SLAYING**!

"AT LAST, THE DAY **CAME**--

"--HER **CLONE CASKET** OPENED WITH A **PNEUMATIC SIGH**--

"--AND I FOUND MYSELF LOOKING AT **BEAUTY**, CHASTE AND PURE, UNSULLIED BY THE FILTH OF A WORLD GONE **MAD**.

"NATURALLY, SHE WAS COMPLETELY **INNOCENT**--

"--WITHOUT THE SLIGHTEST **MEMORY** OF HER LAST FEW HOURS OF **LIFE**.

"I **HELPED** HER FROM THE CASKET--

"--AND I MADE HER A SOLEMN PROMISE:"

I'LL PUNISH THE MAN WHO HARMED YOU, DEAR GIRL, AND YOU SHALL WITNESS HIS DEFEAT--AND DESTRUCTION!

THE NEXT FEW MONTHS WERE SPENT RE-EDUCATING GWEN TO REALITY.

HER MEMORY WAS INTACT, BUT BURIED. I BROUGHT IT OUT THROUGH HYPNOSIS--

--AND GAVE HER THE COMMAND TO OBEY ME WHENEVER I CALLED!

PROFESSOR, I DON'T KNOW WHICH TURNS MY STOMACH MORE:

WHAT YOU DID TO ANTHONY SERBA--OR WHAT YOU'VE DONE TO THAT GIRL.

YOU MEAN GWEN STACY, MR. PARKER--AND IF YOU EVER WISH TO SEE HER AGAIN--

HUH? WAITAMINNIT!

--YOU WILL COME TO SHEA STADIUM TONIGHT AT MIDNIGHT.

THERE WE WILL HAVE OUR FINAL CONTEST--

GOT TO REACH HIM BEFORE-- UUFFF!

--BETWEEN YOU AND YOUR HIDDEN SELF!

DON'T FRET, JACKAL. I'LL BE THERE.

YOU CAN BET YOUR CRUMMY LIFE.

SHORTLY, IN J. JONAH JAMESON'S OFFICE AT THE DAILY BUGLE...

HERE, BETTY...DRINK SOME *WATER.* IT'LL MAKE YOU *FEEL* BETTER.

I-I *CAN'T,* MR. JAMESON. WH-WHEN I'M UPSET, DRINKING WATER GIVES ME THE *HICCUPS!*

OH, MARY JANE--WHAT WILL I *DO?*

JUST TRY TO *RELAX,* KID. NED WILL TURN UP. HE AND PARKER ARE LIKE A PAIR OF *BAD PENNIES* THAT WAY.

B-BUT IT ISN'T JUST *NED,* MARY JANE. *GWEN* IS GONE, *TOO!*

HUH? WHAT'S *THAT?*

GWEN WAS *LIVING* WITH ME UNTIL SHE BECAME *S-SETTLED...* BUT SHE HASN'T *RETURNED* TO OUR APARTMENT FOR *TWO DAYS!*

NED AND PETER VANISHED *LAST NIGHT,* AND I HAVEN'T SEEN *EITHER--*

SOMEBODY MENTION MY *NAME?*

PETER! THANK HEAVEN YOU'RE BACK! WHERE'S *NED?*

YEAH, PARKER--

--JUST WHAT HAVE YOU AND NED LEEDS BEEN *DOING* THE PAST TWO DAYS?

ME? NED LEEDS?

JONAH, I HATE TO *SAY* IT--

--BUT I DON'T KNOW WHAT YOU'RE *TALKING* ABOUT!

I HAVEN'T SEEN *NED* IN ALMOST A *WEEK!*

YOU WHAT?

ROBINSON, *GRAB ME.* IF SOMEONE DOESN'T *RESTRAIN* ME--I MIGHT COMMIT *MURDER!*

NED'S *MISSING,* JONAH?

WHAT DID I JUST TELL YOU, YOU HALF-BRAINED BABOON?

EASY, JONAH. DON'T WORRY, BETTY. CALM DOWN, MJ.

I'LL FIND NED-- *NO PROBLEM!*

MIDNIGHT, SHEA STADIUM...

I *WENT* TO THE BUGLE HOPING TO SEE *MARY JANE* ALONE-- BUT JAMESON BLEW *THAT* IDEA.

THIS WHOLE MESS WITH GWEN AND THE JACKAL HAS HAD ME SO *CONFUSED*--

--I HAVEN'T HAD THE *CHANCE* TO SIT DOWN WITH MJ AND *TALK.* SEEING *GWEN* ALIVE AFTER ALL THESE MONTHS, THEN FIGHTING THE JACKAL-- IT'S ALL BEEN *EATING* AT MY *MIND!*

FOR A WHILE, I HAVEN'T KNOWN WHICH END IS *UP*--OR EVEN WHAT'S *IMPORTANT* TO ME, *PETER PARKER!*

FORTUNATELY, THAT'S *OVER* NOW.

EXIT-5

I *KNOW* WHAT'S IMPORTANT-- OR RATHER, *WHO'S* IMPORTANT.

ONCE I SETTLE THINGS WITH *THE JACKAL,* I'M GOING TO--

ZAK

AAAAHHH!

SURPRISE!

FORGIVE ME, SPIDER-MAN...BUT FOR THE PURPOSE OF MY CONTEST, THIS IS QUITE *NECESSARY.*

SLEEP WELL, AND WHEN YOU *AWAKE*--

YOU'LL BE A *NEW MAN!*

REALITY SWIMS OUT OF FOCUS, AND WHEN IT *RETURNS,* OUR WEB-SLINGING HERO FEELS *DIZZY*-- AND SOMEWHAT *NAUSEOUS!*

WOW. I FEEL LIKE I'VE BEEN STUNG BY A *HORNET.*

WOW. I FEEL LIKE I'VE BEEN STUNG BY A *HORNET.*

HUH? WHO THE HECK ARE YOU, FELLA--AND WHERE'S THE JACKAL?

HUH? WHO THE HECK ARE YOU, FELLA --AND WHERE'S THE JACKAL?

HOLD IT RIGHT THERE...

...I DON'T KNOW WHAT THE GAG IS, BUT I'M NOT LAUGHING!

NEITHER AM I, HANDSOME.

EITHER YOU TELL ME WHERE THE JACKAL IS HIDING, AND WHAT HE'S DONE WITH GWEN AND NED LEEDS, OR I'LL--

YOU'LL DO NOTHING, MY WEB-SPINNING FRIEND!

IN CASE YOU HADN'T GUESSED, SPIDER-MAN-- GWEN WASN'T THE ONLY CLONE I MADE!

I ALSO MADE A CLONE OF PETER PARKER! THAT INJECTION I GAVE YOU EARLIER REMOVED SOME OF YOUR RNA-- YOUR MEMORY CELLS!

BOTH YOU AND YOUR CLONE BELIEVE YOURSELVES TO BE-- REAL.

BUT ONLY ONE OF YOU IS--

--AND ONLY HE WILL BE ABLE TO FREE NED LEEDS BEFORE MR. LEEDS --EXPLODES!

THE BOMB'S DEFUSING MECHANISM IS SENSITIVE ONLY TO THE REAL SPIDER-MAN, YOU SEE. AND THE BOMB'S SET TO GO OFF AT EXACTLY 1:15!

HAVE FUN, FELLAS.

I KNOW WHO I AM, PAL-- SO I GUESS I'D BETTER GET THAT BOMB!

NOT SO FAST, FRIEND--

-- IF ANYONE IS GOING TO PULL THE PLUG ON THAT BOMB--

--IT'S ME!

NED'S A PAL--AND I WON'T LET HIM DIE!

BUSTER, YOU'RE NOT THINKING STRAIGHT!

MAYBE ALL OF THIS IS A PARANOID DELUSION--

--AND MAYBE I'M STILL WRACKED UP ABOUT GWEN--

TIK TIK TIK

"--BUT THE DAY I CAN'T TELL IF I'M REALLY ME--"

--IS THE DAY I HANG UP MY WEB-SHOOTERS FOREVER!

WHUUFF!

BOMP!

YOU'RE NUTS!

WHOM

THEY...THEY'RE KILLING EACH OTHER...!

YES, ISN'T IT WONDER-FUL?

WITH EACH PASSING SECOND, TIME RUNS OUT FOR THEIR FRIEND--

TIK TIK

10

--AND STILL THEY BATTLE--

FWUT

FWUT

"--CONSUMED BY THE GREATEST IDENTITY CRISIS OF ALL TIME! IT'S GLORIOUS! GLORIOUS!"

LISTEN, WE'VE GOT TO STOP THIS! I MEAN, WHAT WE'RE DOING IS ABSURD!

ALL MY LIFE, I'VE HAD TROUBLE KNOWING MY-SELF--

--ALWAYS WONDERING WHO-- OR WHAT-- SPIDER-MAN REALLY IS!

I'VE BEEN FIGHTING MYSELF EVER SINCE THE DAY I FIRST BECAME SPIDER-MAN--

--AND NOW I REALIZE, IF I DON'T DECLARE PEACE--

TIK

13

--THIS SELF-WAR WILL NEVER END!

YOU'RE MAKING SENSE, FELLA.

IT'S TOO BAD, REALLY--

TIK TIK

14

--SINCE OUR TIME IS RUNNING OUT!

YOU--YOU MONSTER!

YOU'RE TRYING TO KILL HIM! I SEE THAT NOW--

YOU'RE NOTHING BUT A HEARTLESS FIEND--AND I HATE YOU!

GWEN... WHAT ARE YOU *DOING...?*

YOUR HYPNOTIC SPELL HAS *WORN OFF,* PROFESSOR!

I-I KNOW YOU FOR WHAT YOU *ARE,* NOW!

A-A VICIOUS, SICK--*JEALOUS* MAN! A *MURDERER!*

"A MURDERER...?"

DEAR HEAVEN! I KILLED ANTHONY SERBA--*NOT THE JACKAL!*

I-I COULDN'T *FACE* THAT--

--HID IT FROM *MYSELF--!*

BUT NOT *ANYMORE!* NO MORE *KILLING!* NO MORE *MADNESS!*

NO MORE *JACKAL!*

HEY! THE JACKAL RELEASED *NED!*

NO--NOT THE JACKAL: *PROFESSOR WARREN!*

BUT--THE *BOMB!* IT'S STILL SET TO--

"--EXPLODE--!"

--AND AS QUICKLY AS *THAT,* THE GAME IS OVER.

WHROOOM

A SHARP, SURGING MOMENT OF INCANDESCENT FURY, FRAMING ONE SMALL MAN IN ITS BLINDING GLARE--

IN A FILM, THE EXPLOSION WOULD ERUPT IN **SLOW MOTION**, AN AVALANCHE OF SMOKE AND MACHINERY, A CRESCENDO OF **DESTRUCTION.**

BUT THIS ISN'T A FILM...

--AND DEATH COMES FRIGHTENINGLY **FAST**, FOR PROFESSOR WARREN...

...AND FOR... SPIDER-MAN?

SOMEDAY I'M GOING TO LEARN TO WEAR ***EAR-PLUGS*** WHEN I'M FIGHTING CRIME.

I-I DIDN'T ***MEAN*** NED. I MEANT--

" THE OTHER ***ME***"? HE'S GONE, GWEN.

BUT-- ARE YOU ***SURE*** -- THAT ***YOU'RE***--?

OH, I'M THE ***REAL*** ONE, GWEN. BELIEVE ME.

BUT...HOW CAN YOU ***TELL...?***

SIMPLE. I...

UH...

FAR OUT.

SPIDER-MAN! ARE YOU--IS HE-- ARE YOU BOTH ***ALL RIGHT?***

THAT DEPENDS ON WHAT YOU CALL "***ALL RIGHT***", MISS STACY.

WE'RE ***ALIVE***, NED AND I... BARELY.

MR. LEEDS WILL BE ***UNCONSCIOUS*** AWHILE, BUT...

EPILOGUE ONE:

A CEMETERY IN QUEENS...

I HAVE TO THINK OF HER...AS *SOMEONE ELSE*, PETER. SOMEONE I KNEW A LONG TIME AGO, WHEN WE WERE BOTH...VERY *YOUNG*.

WAS *SHE* THE REAL GWEN STACY...OR AM *I*?

GWEN S
19[illegible]-19[illegible]
REST IN PE[illegible]

NOW I KNOW HOW *SPIDER-MAN* FELT LAST NIGHT...

CONFUSED... *FRIGHTENED*. EVERY-ONE HAS THAT MOMENT WHEN THEY *WONDER* ABOUT THEM-SELVES, PETER--ABOUT WHO THEY ARE, *DEEP DOWN*.

COHAN

GWEN
19
REST IN

I THINK--I THINK IT WOULD BE *BETTER*, FOR *BOTH* OF US--

--IF WE DIDN'T *PRETEND* TO BE THE SAME PEOPLE WE WERE WHEN PETER PARKER LOVED GWEN STACY--AND SHE LOVED HIM.

I WISH I COULD KNOW YOU THE WAY *SHE* KNEW YOU, PETER--BUT I CAN'T.

BECAUSE I CAN'T...THIS IS GOODBYE.

GWEN, MAYBE IF WE...

DON'T SAY IT, PETER.

TURN YOUR HEAD... AND PLEASE, DON'T LOOK BACK.

TAXI

EPILOGUE TWO:

A STREET IN LOWER MANHATTAN...

LOSING A GIRL LIKE GWEN *ONCE* IS HARD.

LOSING HER A *SECOND* TIME--EVEN IF IT'S WHAT YOU *WANT*-- IS *HARDER.*

SOMEDAY, SOMEONE IS GOING TO *EXPLAIN* THIS WORLD TO ME-- HOW PEOPLE CAN *NEED* EACH OTHER--

--AND *STILL* KNOW THEY SHOULDN'T *HAVE* EACH OTHER. HUH? SPIDER-SENSE *TINGLING*--?

--SOMEONE-- IN MY *APARTMENT*--?

IT'S *HER!* IT'S *GOT* TO BE *HER!*

MARY JANE!

LADY, AM I *EVER* GLAD TO SEE YOU.

DO YOU MEAN THAT, TIGER? FOR REAL?

COME HERE...AND I'LL SHOW YOU.

CLICK

NEXT ISSUE:

SPIDER-MAN or SPIDER-CLONE?

SPIDER-MAN

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the AMAZING SPIDER-MAN®

TM

VULTURE! KINGPIN! SANDMAN! MY OLD FOES RETURNING TO ATTACK ME TOGETHER!

IS THIS A NIGHTMARE...

...OR AM I GOING MAD?

THIS IS IT! WEB-HEAD'S WONDROUS 150TH ISSUE!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

ONE HOUR AGO, IT WAS ALL RIGHT. MARY JANE WAS HERE AND PETER PARKER COULD LOSE HIMSELF... IN HER, IN THEIR CLOSENESS, IN THEIR MUTUAL NEED.

BUT THAT WAS AN HOUR AGO. NOW, MARY JANE HAS RETURNED HOME, AND PETER PARKER IS ALONE...

...ALONE WITH THE THOUGHT HE'S BEEN TRYING TO SUPPRESS SINCE HIS FINAL CONFRONTATION* WITH THE DELUDED PROFESSOR WARREN... ALIAS THE JACKAL.

I- I DON'T KNOW WHO I AM...!

SPIDER-MAN... OR SOME LABORATORY-BRED DUPLICATE THE PROFESSOR CREATED TO BATTLE HIM!

SPIDER-MAN...

...OR SPIDER-CLONE?!

WELCOME TO THE WEB-SLINGING ONE'S 150th ADVENTURE... AND WILDEST IDENTITY CRISIS!

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INKERS
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COLORIST
MARV WOLFMAN
EDITOR

* LAST ISSUE--MARV

VRAP!

BLAST IT! ALL THIS PACING AND SOUL-SEARCHING IS ONLY HELPING TO WEAR OUT THE FLOOR.

I'VE GOTTA DO SOMETHING!

AND THIS TIME OF NIGHT, I'LL GET MORE DOIN' DONE... AS SPIDER-MAN!

KEEP SAYING IT, HERO... MAYBE YOU'LL START TO BELIEVE IT. AFTER ALL...

...LOOK WHAT YOU'VE ACCOMPLISHED--

--SINCE EVERYTHING WENT BOOM AT SHEA STADIUM LAST NIGHT. *

*OR LAST ISH, NON-MARVEL TIME--M.

"YOU PARTED PERMANENTLY WITH...

...THE CLONED VERSION OF GWEN STACY.

"YOU DESTROYED PROFESSOR WARREN'S JACKAL COSTUME SO NO ONE WILL KNOW HE DIED ANYTHING BUT A HERO.

"AND YOU HID THE BODY OF YOUR OTHER SELF UNTIL YOU COULD BE SURE WHO'S THE REAL SPIDEY...!"

AND THAT YOU SHOULD BE ABLE TO LEARN RIGHT HERE...

...DR. CURT CONNERS' LABORATORY.

AT LAST!

MY PATIENCE SINCE ESCAPING PRISON IS FINALLY REWARDED.

I KNEW IF I MONITORED SITES SPIDER-MAN FREQUENTED REGULARLY IN THE PAST--

--HE'D EVENTUALLY FALL INTO MY HANDS!

A DOCTOR'S EXAM PROVED GWEN WAS A CLONE...

BUT US SUPER-HERO TYPES CAN'T JUST BARGE INTO ANY G.P.'S OFFICE.

NOT WITH A SECRET IDENTITY TO MAINTAIN... AND NO BLUE CROSS.

GUESS I'M LUCKY TO HAVE A FRIEND WITH ALL THE EQUIPMENT I'LL NEED...

...IN FACT, HIS SET-UP COULD MAKE CHAD EVERETT INSECURE.

NOW, WHERE TO START? FINGER-PRINTS ARE OBVIOUSLY OUT AND--

UH-UH!

IN THIS LIGHT, I SHOULDN'T BE CASTING TWO SHADOWS!

SPIDEY SENSE-- DID YOU TAKE THE NIGHT OFF?!

BETTER FREEZE WHERE YOU ARE, LIGHTFOOT!

DOC CONNERS MIGHT FORGIVE ME FOR BREAKING INTO HIS LAB WHILE HE'S IN FLORIDA, BUT--

BUT HE MIGHT GIVE HIMSELF A BREAK TOO... PARTICULARLY AFTER A ROUGH FLIGHT FROM THE SUNNY SOUTH.

THIS VISIT SECRET STUFF... OR SOMETHING I CAN HELP WITH?

CURT CONNERS HAS HELPED SPIDER-MAN BEFORE-- AND BEEN HELPED IN RETURN. IT'S A SMALL MUTUAL AID SOCIETY AND THE HELP OFTEN BEGINS QUITE BASICALLY...

...WITH A SYMPATHETIC EAR.

YOU'VE JUST SAVED ME FROM A LONG NIGHT PRACTICING A DULL SPEECH FOR A CONVENTION TOMORROW I WAS ALREADY REGRETTING HAVING PROMISED TO ATTEND.

AGAINST THAT ANYTHING I DO FOR YOU IS GOING TO BE PRETTY SMALL POTATOES.

NO GRIPES, DOC... UNLESS THOSE POTATOES PROVE I'M THE TWIN FROM THE TEST TUBE.

WE WON'T ACCEPT **THAT** UNTIL **EVERY** TEST IS EXHAUSTED.

AND THERE'LL BE **PLENTY.** A CLONE IS GROWN FROM THE **CELL TISSUE** OF THE ORIGINAL PERSON... MAKING IT **APPEAR** TO BE AN **EXACT** DUPLICATE.

YET REALLY, IT'S A **NEWER** VERSION, DEVELOPED **FASTER.** THAT-- EVEN IF THE CLONE'S GIVEN THE SAME **MEMORY**-- MAKES FOR **DIFFERENCES. SUBTLE** ONES, ADMITTEDLY. PERHAPS PHYSIOLOGICAL, PERHAPS EMOTIONAL...

"...BUT **NOT** SO SUBTLE **WE** CAN'T FIND THEM!

"STILL, TO BE **THOROUGH,** IT MUST BE A **LONG** SEARCH...

"...AND A **DEBILITATING** ONE."

BETTER LIE DOWN.

THOSE TESTS CAN MAKE EVEN **YOU** WOOZY...

...AND I WON'T HAVE THE **FINAL RESULTS** FOR SEVERAL MORE HOURS.

REST. IT COMES **HARD** TO SPIDEY... IT COMES **TROUBLED.** BUT COME IT **DOES**...

UNTIL...

W-WHA--? SOMEONE CALLING MY **NAME...?!**

COME OUT, SPIDER-MAN... I **KNOW** WHERE YOU ARE!

COME **OUT**... OR I COME IN **AFTER** YOU!

THE **VULTURE...?! NOW** OF ALL TIMES! CAN'T LET HIM **HARM** DOC CONNERS...

...THAT MEANS CARRYING THE FIGHT TO BALDY!

I KNEW MY TAUNTS WOULD PROVOKE YOU TO AN ACT OF BRAVADO.

BUT TO ATTACK THE VULTURE IN MID-AIR IS ALSO THE ACT OF A FOOL!

SURE, BEAK-PUSS KIND'A LIKE YAKKING--

WUNGF!

--WHEN YOU SHOULD BE PROTECTING YOUR TUMMY-FEATHERS!

IT'S BEEN AWHILE SINCE OUR LAST FRACAS*...

BUT ONCE I TIGHTEN MY GRIP, I'LL--

YOU WON'T, WALL-CRAWLER!

*SHOWN IN SPIDEY#64--MARV.

ONE BLOW IS HARDLY THE BATTLE...

AND THE POWER OF MY SOARING, ASCENDING WINGS CAN BREAK ANY GRIP!

ON A BETTER NIGHT, I MIGHT ARGUE THE POINT...

BUT... WEAKENED BY THOSE TESTS... I'M NOT SURE I CAN--

--HANG ON!

SORT'A MAKES A FELLA *GLAD* HE PACKS A *WEB-SHOOTER* OR TWO!

A *SLENDER THREAD* TO STAKE YOUR *LIFE* ON, SPIDER-MAN...

ONE *I* INTEND TO *SEVER!*

FWIP!

--INTO A *FULL SWING*--

--ONTO HIS *BACK!*

HEY, GREENWINGS! YOU MISSED YOUR *CUE.*

TIME FOR A 'I'M *VULTURE*... *FLY* ME!"

WUP!

AND WITH THESE *WEB-STRANDS* IN PLACE... I CAN JUST ABOUT *DO* THAT!

NO ONE *CONTROLS* THE VULTURE... *NO ONE!*

LET'S PUT THAT TO A *TEST* AND--

HERE IS YOUR 'TEST!'

HAVE YOU THE *STRENGTH* TO *STOP* ME FROM SMASHING US *BOTH* INTO THAT WALL?!

UNLESS I CAN TURN THE *MOMENTUM* OF MY FALL--

YIPE!

GOT TO *PULL UP* FOR ALL I'M WORTH! *FORCE* HIM TO--

HOO-BOY! STRAND WASN'T FIRMLY ANCHORED ENOUGH FOR THE STRESS IT WAS TAKING!

SNIK

AND FEATHERS ISN'T BUDGING FROM HIS KAMIKAZE TRIP!

VULTURE, YOU FANATIC--!

I'M NOT HANGING AROUND TO BECOME INSTANT GRAFITTI ON ANYONE'S WALL!

THRUIP!

SAVE YOURSELF BEFORE--

BUT EVEN AS SPIDEY LIGHTS ATOP THE WATER TOWER...

WHUMP!

HUH...?

H-HE SEEMED TO SORT OF... EXPLODE...! JUST... DISINTEGRATE INTO...

...N-NOTHING!

AM I DREAMING...?

OR BANANAS...?

OR... W-WHAT?!

HOW 'BOUT--

KWOK!

--YOU'RE A SITTIN' DUCK!

UNGHHH! SOMEONE ON THE LADDER...

THWAM

SOMEONE FAST! NAILED ME JUST AS MY SPIDER-SENSE STARTED TINGLING!

LOOK ALIVE, WEBHEAD!

THE SANDMAN'S COMIN'!

COMIN' TO PUT YA TO SLEEP...

PERMANENT-LIKE!

I DON'T *BELIEVE* THIS...! BUT IT'S NOT EXACTLY THE MOMENT TO *LIE BACK* AND DOPE IT OUT!

FIRST THE *VULTURE*, NOW *THIS* SHAPE-SHIFTING *BOZO*...

WHY DIDN'T MY *CALENDAR* SAY THIS WAS *OLD VILLAINS NIGHT*?

KA-WOM!

WASN'T IN *GREAT* SHAPE WHEN ALL THIS *STARTED*... GOT TO END IT *FAST* BEFORE I'M *COMPLETELY* SHOT.

COME *BACK*, YOU WALL-CRAWLIN' *WIMP!* COME BACK AN' *FIGHT!*

JUST BECAUSE IT'S *YOU*, SANDY...

AND YOU'VE GONE TO THE TROUBLE OF *DRESSING* LIKE YOU DID IN THE *OLD DAYS*...*

I'LL *OBLIGE*--

-- FOR *NOSTALGIA'S* SAKE!

*SUCH AS *SPIDER-MAN* #18 & 19 -- MEMORY-LANE MARV.

AND FOR THE SAKE OF *HITTING* YOU BEFORE YOUR BODY CAN *SOFTEN* TO ABSORB THE *IMPACT!*

IMPACT I *NEED*--

WHAP!

-- TO *RICOCHET* ME --

-- INTO THE WATER TOWER'S *SUPPORT STRUTS!*

BA-RAAK!

THEN, BODY-ACHING, MUSCLES-TREMBLING... SPIDER-MAN LEAPS **CLEAR!**

THAT'S MY **BEST SHOT!**

LET'S HOPE IT'S **GOOD** ENOUGH.

THE **TOWER!**

IT'S CRUMBLIN' **OVER--**

--**RIGHT ONTA M--**

KRUNCH

YEAH. I SORTA **THOUGHT** THAT MIGHT HAPPEN.

IN FACT, FEELING SO **WEAK** AND **WOOZY--**

WHUMP!

--I WAS REALLY **PRAYING** FOR IT!

THAT **SOUND--!** ALMOST LIKE WHEN THE **VULTURE--**

WHAT'S THE **DIFFERENCE?!**

LONG AS HE'S **BURIED** IN SEVERAL **TONS** OF CASCADING **WATER--**

--LEAVING ME A **PILE OF WET SAND** TO DEAL WITH INSTEAD OF A RAMPAGING **SUPER-TYPE!**

BUT WHAT **ACTUALLY** REMAINS IS AT ONCE FAR **LESS**... AND FAR **MORE**!

N-NOT A **TRACE**..!

NOT EVEN A **FEW** LOOSE PARTICLES OF SAND LIKE I **KNOW** THERE SHOULD BE!

FEEL LIKE... I'M **FLIPPING OUT**...! CAN'T **THINK** STRAIGHT ANYMORE...

GOT TO GET **BACK** TO DOC CONNERS' **LAB**...!

KA-THOK!

N-NO...

...NOT...

...AGAIN!

STRAIN OF NOT **KNOWING** IF I'M MAN OR **CLONE**...

THEN THE **TESTS**, THESE WEIRD **FIGHTS**...

...TOO MUCH. **WAY TOO MUCH!**

YES, AGAIN, MY REELING FRIEND! BUT OBVIOUSLY FOR THE **LAST TIME**...

WAM!

SINCE **NOW** YOU FACE...

...THE KINGPIN!

THWUD

BRAAAASH!

RIIP

NO! YOUR DEFEAT MUSTN'T COME SO QUICKLY!

I WON'T ALLOW TWO SWIFT BLOWS TO BE THE FINISH.

NO MORE THAN I'LL ALLOW MERE GLASS AND STEEL TO KEEP ME FROM YOU!

I'M TOUCHED, CHUBBINS...

WTUP!

I'M ALSO BEAT...! NEVER KNEW... JUST MOVING COULD BE... SO HARD...!

WOM!

GOT ABOUT... ONE GOOD PUNCH LEFT IN ME...

IF IT DOESN'T KNOCK OL' BUTTERBALL FROM HERE TO WEIGHT-WATCHERS--

--I'M AS DONE AS HE THOUGHT I WAS!

BA-LAP!

THE KINGPIN'S MASSIVE FORM TUMBLES BACKWARD INTO ALLEY-DARKNESS. THEN...

WHUMP!

OH, LORD. DON'T TELL ME--

GONE!
DISINTEGRATED INTO NOTHINGNESS...!
LIKE SOME CRAZY, RECURRING NIGHTMA--
NIGHTMARE! MAYBE THAT'S JUST WHAT IT IS...! MAYBE I'M STILL LAYING ON CONNERS' COUCH... DREAMING...
I'VE HAD WHOPPERS LIKE THIS BEFORE... THE TIME I TOOK THE SERUM TO ELIMINATE MY SPIDER-POWERS...*
*OUR HISTORIC 100TH ISSUE, NATCH -- MARV.
TOO CONFUSED... TOO GROGGY... TO CARE ANYMORE...!
STARING AT A BLANK SPOT ON THE ALLEY FLOOR... DOESN'T HELP...!
IF THIS IS A NIGHTMARE... I JUST WANT IT TO END.
JUST WANT TO WAKE U--
SPIDEY-SENSE TINGLING--
BEHIND ME--!
TOO LATE, SPIDER-MAN!
YOUR NIGHTMARE HAS FAR FROM RUN ITS COURSE.
THAT MACHINE--! SEEMS BIGGER...! MORE POWERFUL-LOOKING... B-BUT...
BUT IT'S DEFINITELY WHAT YOU FEAR.
PROFESSOR SMYTHE... AND HIS SPIDER-SLAYER ROBOT!

HAD... HARD ENOUGH TIME WITH SMYTHE'S CREATIONS IN THE *PAST*... WHEN I WAS IN *TOP SHAPE*...!

BETTER DO THE... "HE WHO *FIGHTS* AND *RUNS AWAY*" NUMBER...

BLAST OF *WEBBING* OVER THE OBSERVATION BUBBLE... WILL LEAVE HIM *BLIND*... GIVE *ME* A CHANCE TO--

W-WHAT--?!

DEAR *ME*, SPIDER-MAN, CAN YOU HAVE *EXHAUSTED* YOUR SUPPLY OF *WEB FLUID*...?

KLIK KLIK

...PITY.

SPRONG!

BECAUSE MY *SPIDER-SLAYER* IS SUFFERING *NO SUCH SHORTAGE.*

THAT DOESN'T BODE *WELL* FOR YOU AT ALL.

BANDS *TIGHTENING*... *CONSTRICTING*...! HOLDING ME SO...

...CAN'T ESCAPE THAT... *STEEL TENTACLE*...

MAYBE IT'S *BEST*... MAYBE I SHOULD *STOP* STRUGGLING... WAIT FOR *SMYTHE* TO GO UP IN *SMOKE*... LIKE THE *OTHERS*...

LET WHOLE... CRAZY NIGHTMARE... FINALLY *END*...! THAT'S *ALL* IT IS... CRAZY... NIGHT...

YES. JUST A *NIGHTMARE*, WALL-CRAWLER...

WHUNG

THE SOUND IS A MOIST SOUND, A **TERRIBLE** SOUND. **FLESH** STRIKING WALLS OF BRICK AND STONE...

BUT **THIS** NIGHTMARE IS A **LIVING ONE...!**

CREATED BY ME!

MY VARIOUS **SPIDER-SLAYERS** WERE NEVER QUITE A **MATCH** FOR YOU...

AND IT HAS ONLY JUST BEGUN...

...SO THIS TIME I GAVE THEM SOME **PRELIMINARY AID...**

...THREE **HUMANOID** ROBOTS.

WHUNG!

DESIGNED TO **LOOK** AND **REACT** LIKE **YOUR** FORMER FOES...

DESIGNED TO BATTER, TORMENT AND **EXHAUST** YOU PHYSICALLY...

THEN UPON SUFFICIENT IMPACT... **SELF-DESTRUCT!**

ACID CAPSULES WITHIN THEM ASSURED **TOTAL DISINTEGRATION...** SO THEY SEEMINGLY **VANISHED...**

...TO CONFUSE AND EXHAUST YOU **MENTALLY!**

LEAVING YOU ALL BUT **DEFENSELESS...**

WHUNG!

...WHEN AT **LAST** MY SPIDER-SLAYER AND I **FACED** YOU...

...THE **PERFECT** VICTIM!

TOO **WEAK...** TOO FAR **GONE...** TO **SNAP** TENTACLE...

H-HE'S...**REALLY...** GOT...ME...!

WHUNG!

P-PASSING **OUT**...! ONE... TWO... MORE BLOWS... WILL **F-FINISH** ME...!

MAY... BE... AS **WELL**...! DON'T KNOW **WHO**... **WHAT**... I AM...

H-HOW... COULD I **LIVE**... WITH BEING **CLONE** ANYWAY...?

*SOME SAY PRIOR TO **DEATH**, A PERSON'S LIFE PASSES **BEFORE** THEM... PETER PARKER'S DOES **NOT**.*

*HE WORRIES OVER THE **FATE** OF HIS AUNT MAY... BUT HIS **LAST** THOUGHT IN CLOSING DARKNESS IS OF:*

"MARY JANE...

"TOOK ME SO **LONG** TO FINALLY **REALIZE** SHE'S--

"--**SHE'S** THE ONE I **CARE FOR!**

"PROFESSOR WARREN'S **CLONE** MIGHT REMEMBER THE **SAME** THING... BUT MY THINKING OF IT **NOW** IS PURE **EMOTIONAL RESPONSE**..."

...ONE THE CLONE **COULDN'T** HAVE! MOST EMOTIONAL RESPONSES ARE LEARNED FROM **OUTSIDE STIMULI**...

THAT MEANS PROF. **WARREN** IN THE CLONE'S CASE.

AND WARREN WAS MOTIVATED BY **INSANE JEALOUSY**--

--FROM WHEN **GWEN** AND I WERE IN LOVE!

EXPOSED TO WARREN EVEN A *LITTLE*, THE CLONE WOULD *HAVE* TO PICK UP ON IT... AND HAVE *HIS* EMOTIONAL REACTIONS TORN BETWEEN GWEN *AND* MARY JANE...

...MINE WEREN'T!

I'M THE REAL SPIDER-MAN!

WHAT? YOU STRUGGLE *NOW...?*

TOO *LATE*, FOOL...

...YOU'RE DEAD! YOU'RE--

AND... THE... *REAL*... SPIDEY...

...NEVER... STOPS... STRUGGLING!!

VRAK

--FREE?!

UH-HUH. **FREE**... AND FEELING JUST A BIT **VINDICTIVE**, SMYTHE!

THOUGH I SUPPOSE YOU'RE ACTUALLY DUE SOME **THANKS** FOR HELPING ME **RESOLVE** SOMETHING IMPORTANT...

SHRAAASK

OKAY...

WHOK

...**THANKS!**

HERO, IT'S BEEN A **LOO-ONG** EVENING...

...WITH SOME **LOOSE ENDS** THAT STILL NEED TENDING.

AND THE **FIRST** IS BACK AT DOC CONNERS' **LAB.**

*THERE, AN EXHAUSTED MAN **SLEEPS**, HIS TASK COMPLETED...*

...FRUIT OF HIS LABORS **BESIDE** HIM.

*THE **REST** IS WELL-EARNED...*

...SPIDER-MAN DOES NOT **DISTURB** IT.

HE MERELY **TAKES** WHAT HE CAME FOR... A REPORT HE WILL **NOT** READ.

*FOR THIS NIGHT, IN **ONE** TEST NEITHER HE NOR CURT CONNERS COULD FORESEE...*

...HE HAS ALREADY **FOUND** HIS ANSWER.

NEXT ISSUE! **A NEW ERA!**

SPIDER MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

FLOODING THIS SEWER WON'T HELP YOU, MISTER!

ONLY ONE OF US IS LEAVING HERE ALIVE!

CAN YOU GUESS THE SHOCKING SECRET IDENTITY OF SPIDEY'S SUPER-FOE?

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

BEGIN A *NEW* ERA OF WALL-CRAWLING *WONDERMENT* WITH: *LEN WEIN* WRITER/EDITOR * *ROSS ANDRU & JOHN ROMITA* ILLUSTRATORS * *GLYNIS WEIN:* colorist *JOHN COSTANZA:* letterer

SKIRMISH BENEATH THE STREETS!

*THINGS ARE SENT HERE TO **DIE**-- TO BE PURIFIED BY **FIRE** AND REDUCED TO VAGRANT **ASH**-- OR BE PILED INTO **BARGES** AND UN-CEREMONIOUSLY **DUMPED** BEYOND THE 12-MILE LIMIT.*

*THE NEW YORK CITY DEPARTMENT OF SANITATION CALLS THIS PLACE AN **INCINERATING PLANT**; THE LOCAL RESIDENTS CALL IT AN **EYESORE**; BUT THE WEB-SLINGING **SPIDER-MAN** MAY WELL CALL IT A **GODSEND**--*

*--FOR HE HAS COME TO THESE JUTTING TOWERS DEEP IN THE WILDS OF BROOKLYN--**TO RID HIMSELF OF A NIGHTMARE!***

THIS HASN'T EXACTLY BEEN A JUMP-UP-AND-CLICK-HEELS *WEEK*--HAS IT, HERO?

FACE IT, FELLA-- IN THE PAST FEW DAYS, YOU'VE TAKEN *MORE* THAN YOUR FAIR SHARE OF *LUMPS*--

--ON THE *INSIDE* AS WELL AS *OUT!*

YOU'VE BEEN *ATTACKED* BY A CREEP-FILLED *COLLECTION* OF YOUR MOST DEADLY *FOES*...

YOU'VE BEEN *BETRAYED* BY A MAN YOU ONCE ADMIRED AND *TRUSTED*...

YOU'VE *LOST* GWEN STACY--THE FIRST GIRL YOU EVER TRULY *LOVED*-- FOR A *SECOND* TIME...

AND TO *TOP* IT ALL OFF, YOU'VE FOUND YOURSELF FACED WITH--*THIS!*

GOTTA *HAND* IT TO GOOD OL' PROFESSOR WARREN --a.k.a. THE *JACKAL!*

AS IF *ONE* PETER PARKER DIDN'T HAVE MORE THAN *ENOUGH* TROUBLE--

--HE HAD TO GO AND GIVE THE WORLD *TWO!*

STILL GIVES ME THE *CHILLS* JUST TO *LOOK* AT HIM! IF I DIDN'T *KNOW* HE WAS ONLY A *CLONE*, I'D...

HUH? MY SPIDER-SENSE-- *TINGLING*--!

SOMEBODY IS *SPYING* ON...

EH? TH-THERE'S *NOBODY* THERE!

LET'S HEAR IT FOR *PARANOIA*, PARKER--

--NOT THAT YOU DON'T HAVE *PLENTY* TO BE PARANOID *ABOUT!*

HO-KAY, THAT'S ENOUGH *INTROSPECTION!*

IT'S TIME I DID WHAT I *CAME* HERE TO DO--

--NO MATTER HOW *DISTASTFUL* IT IS!

COULDN'T DO THIS *BEFORE*-- HAD TO KEEP THE BODY *HIDDEN* TILL I FOUND OUT IF I WAS THE *REAL McCOY!*

NOW THAT I KNOW FOR *SURE*, I'M FREE TO FINALLY *DISPOSE* OF THIS CORPSE!

IT JUST WOULDN'T BE *HEALTHY* TO HAVE *TWO* SPIDER-MEN IN EVIDENCE OR TWO *PETER PARKERS*--

--EVEN IF *ONE* OF THEM IS *DEAD!*

IN FACT, *ESPECIALLY* IF ONE OF THEM IS *DEAD!*

THE AUTHORITIES WOULD START ASKING MORE *QUESTIONS* THAN THE *WATER-GATE COMMISSION*--

--AND *NEW* PROBLEMS I JUST DON'T *NEED!*

SO *GOOD-BYE*, BROTHER! IT'S *MY* LAST WISH TO BE *CREMATED*-- SO I GUESS IT'S *YOUR* WISH TOO!

SLEEP *WELL*, FELLA. AT LEAST *YOUR* WORRIES ARE *OVER!*

WHO *KNOWS?* OF THE *TWO* OF US, MAYBE YOU'RE THE *LUCKY* ONE!

AND THE SHRILL SHRIEK OF THE SCAVENGING GULLS SLASHING THROUGH THE PRE-DAWN STILL-NESS CONTINUES TO MOCK THE MELAN-CHOLY WEB-SLINGER LONG AFTER HE IS LOST FROM SIGHT.

WHILE PETER BELIEVED HE HAD DISPOSED OF HIS CLONE'S BODY INTO A BROOKLYN INCINERATOR, HIS OLD ROOMMATE AND HEIR TO THE GREEN GOBLIN LEGACY, HARRY OSBORN, SECRETLY TOOK PHOTOGRAPHS AND MAILED THEM TO DAILY BUGLE PUBLISHER J. JONAH JAMESON. JAMESON CONFRONTED PETER WITH THE PHOTOGRAPHS, ACCUSING HIM OF BEING SPIDER-MAN AND KILLING THE REAL PETER PARKER. ALREADY AWARE OF THE INCRIMINATING PHOTOS, PETER TRICKED JONAH INTO BELIEVING THEY WERE HOAXES.

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

HEAR YE! IN SECRET SESSION IS THE EXECUTIVE COUNCIL OF THE MAGGIA MET!

I AM BIG M, CURRENT LEADER OF THE MAGGIA! WE HAVE READ YOUR PROPOSAL--

--YET WE STILL DO NOT SEE HOW YOU PLAN TO SUCCEED IN ELIMINATING SPIDER-MAN--

--WHERE THE RESOURCES OF THE MAGGIA HAVE THUS FAR FAILED!

SIMPLY PUT, I KNOW MORE ABOUT THE WALL-CRAWLER THAN HE KNOWS ABOUT HIMSELF!

AND, WHILE YOU WISH HIM REMOVED BECAUSE HE HAS INTERFERED IN MAGGIA OPERATIONS--*

*PPTSS #'S 22 & 23 AND MARVEL TEAM-UP #72--BOB.

6967

--I WISH HIM DESTROYED--CRUSHED LIKE THE LOATHSOME, MURDEROUS INSECT HE IS! ALL I ASK IS THAT THE MAGGIA LEAVE SPIDER-MAN TO ME...

...AND I WILL BRING YOU HIS HEAD TO HANG ALONGSIDE THIS EMPTY MASK!

BEGINNING...A SPIDEY CLASSIC LIKE YOU'VE NEVER SEEN!

BILL MANTLO WRITER | JIM MOONEY ARTIST

FRANK SPRINGER INKS | BOB HALL EDITOR

Jim Shooter EDITOR-in-CHIEF

CARRION, MY WAYWARD SON!

ELAINE HEINL LETTERS
P. GOLDBERG COLORS

FOR A MOMENT THERE IS SILENCE AS THE MAGGIA LEADERS SIT AWED BY THE VERY MALEVOLENCE OF CARRION'S PRESENCE! THEN...

YOU STILL WILL NOT TELL US WHAT YOU CLAIM TO KNOW...

...THAT GUARANTEES YOU'LL SUCCEED IN ELIMINATING SPIDER-MAN!

AND YOU HAVE DISPLAYED A KNOWLEDGE OF COVERT MAGGIA OPERATIONS--SUCH AS THE CYCLONE AFFAIR--*

*PPTSS #'s 22 & 23--Bob

--THAT MAKES YOU A VERY REAL DANGER TO US!

WE REJECT YOUR PROPOSAL! PLEASE, ACCEPT MY SINCEREST APOLOGIES--!

KLIK

--BUT YOU CANNOT BE ALLOWED TO LEAVE HERE...ALIVE!"

FOOLS...

...CARRION HISSES--

--AS MAGGIA HIT MEN EMERGE FROM THE SHADOWS ON EVERY SIDE!...

ALL RIGHT, GRISLY--OUTSIDE!

HE AIN'T EVEN PACKIN' A ROD!

CARE-FUL--

--HE'S REACHIN' FOR THAT POUCH AT HIS HIP!

AND THE *HAND*-- THEY SAY-- IS *QUICKER* THAN THE *EYE!*

DUST?! HE'S THROWIN' *DUST* AT US--?

ALLOW ME TO INTRODUCE YOU TO ONE OF THE *MOST*-- *TRAVELLED* OF MANKIND'S *ENEMIES!* IT HAS BEEN CALLED BY *MANY* NAMES--THE *POX*... *PLAGUE*... *PESTILENCE*--

--BUT *I* PREFER THE *RED DEATH!*

C-CAN'T... *BREATHE*-- *CHOKING!!*

AND...

I-I DON'T KNOW *HOW* YA DID THAT, CREEP--BUT *ONE MORE* STEP AN' YOU'RE A *DEAD MAN!*

HOW *PERCEPTIVE* OF YOU, MY FRIEND!

KPOW!

I--I *WARNED* YA!

OH, *MY GOD!* THE-- THE *BULLET* IT--

--IT WENT RIGHT *THROUGH* YA... AN' YOU'RE *STILL COMING!*

G-GKKK

BE THANKFUL I HAVE NO MORE TIME TO WASTE--

--ON MERE UNDERLINGS!

IGNORING THE CARNAGE HE HAS CAUSED, CARRION TURNS TO...

BIG M! YOU HAVE NOW SEEN BUT A SAMPLING OF MY POWERS!

IS YOUR ANSWER THE SAME?

YOU ARE POWERFUL AND UNPREDICTABLE, CARRION--TOO MUCH OF BOTH!

KLIK

I FEAR-- WERE WE TO JOIN FORCES--

--YOU WOULD SOON PRESENT A CHALLENGE TO MY LEADERSHIP!

I CANNOT ALLOW THAT!

CARRION LURCHES SUDDENLY--

--AS THE FLOOR DROPS AWAY FROM BENEATH HIM IN RESPONSE TO BIG M's SECRET SIGNAL!

BUT DEFYING GRAVITY, CARRION REMAINS STANDING IN PLACE-- HOVERING IN MID-AIR!

AND THEN, LEAVING BEHIND THE STENCH OF BRIMSTONE--

--AND A CHILL AS COLD AS THE GRAVE--

CARRION IS GONE!

THE BICENTENNIAL LIGHTS SPARKLE AND DANCE AGAINST A PANORAMA OF DARKNESS.

IT SEEMS ALMOST SACRILEGIOUS TO AFFIX A THIN STRAND OF WEBBING TO THE MAJESTIC TOWER OF NEW YORK CITY'S "CATHEDRAL OF THE SKIES"--

--BUT THE EMPIRE STATE BUILDING HAS SURVIVED OTHER INDIGNITIES IN ITS 47-YEAR HISTORY! SURELY IT WILL NOT BEGRUDGE MOMENTARY SUPPORT--

--TO A COSTUMED YOUTH SORELY TROUBLED IN HIS SOUL!

DESPITE NOT GRADUATING WITH THE REST OF MY CLASS--

--AND AUNT MAY'S STILL BEING IN THE HOSPITAL--*

DENHAM, LOOK!

HOLY SMOKES, JACK! IT'S SPIDER-MAN!

*CURRENTLY RECOUNTED IN AMAZING SPIDER-MAN -- BOB

--THINGS HAVE BEEN GOING PRETTY WELL LATELY...TOO WELL!

SOMETHING MUST BE WRONG!

RATS! IF I WASN'T SO AFRAID OF WHAT HE'D HAVE TO SAY, I'D CHECK IN TO SEE A SHRINK!

SONY

Canadian Club

Coca-Cola

Cartier

7

FAIG

BUT WHAT DO I TELL HIM MY PROBLEM IS? THAT EVEN WHEN I'M HAPPY, I'M UNHAPPY? THAT I BLEW A MARRIAGE PROPOSAL TO THE GAL I THOUGHT I LOVED...

...AND THAT A GIRL WHO'S *MARRIED* THINKS SHE LOVES ME?!*

GORDON'S GIN

GORDON'S

QUALITY COUNTS AT OUR BOND'S

BOND CLOTHES SPECIAL

MARY JANE WATSON AND BETTY BRANT RESPECTIVELY -- BOB.

I'VE BEEN TRYING TO *DISENTANGLE* MYSELF FROM BETTY -- THINGS WOULD NEVER WORK BETWEEN US.

SHE USED TO LOVE *PETER PARKER*--BUT SHE BLAMES *SPIDER-MAN* FOR HER BROTHER'S DEATH.*

SHEESH! A GUY COULD GET *SCHIZOPHRENIC* IN THIS BIZ!

*AMAZING SPIDER-MAN #11 -- BOB

I MEAN-- *WHO* AM I?

THE *WEBBED WONDER* OR THE *HONOR STUDENT*?

I CAN'T BE *SPIDEY* FOREVER, CAN I?

THERE'RE *NEW HEROES* THESE DAYS--*

--THE AGE *I* WAS WHEN I FIRST GOT STARTED!

*NOVA APPEARS COURTESY OF *NOVA MAGAZINE* -- BOB

AND THE TIME'LL COME WHEN I WON'T BE ABLE TO *STRUT* MY STUFF -- I'LL GOOF UP... AND *WHAMMO*, INSTANT *RETIREMENT!*

I WON'T HAVE *TEAMMATES* TO FALL BACK ON LIKE THE *FF* OR THE *AVENGERS!*

*THE *HUMAN TORCH* APPEARS REGULARLY IN THE *FANTASTIC FOUR* -- BOB

THEN IT'LL JUST BE *ME*-- *PETER PARKER!*

GORDON'S GIN

WHAT'LL I DO *THEN*, WORLD, HUH?

WHAT DO I DO THEN??

THERE IS NO ONE TO *ANSWER* PETE'S AGONIZING QUESTION--

--AND LIFE IN THE BIG CITY GOES ON!

I-I KNOW I PROMISED AWILDA, MY SISTER, THAT I WOULD NOT BECOME THE WHITE TIGER AGAIN!

BUT IT WAS TOO HOT TO PRETEND TO BE STUDYING--

--AND BOOKS JUST AREN'T REALITY IN THE SOUTH BRONX ANYWAY...NOT FOR HECTOR AYALA--

"--AND NOT WHEN THE SOUNDS OF A CAR THEFT CALL OUT TO ME TO BECOME...

¡OYÉ, COMPAÑEROS! ¡MIRA! ÉL ES--

--THE WHITE TIGER!

PALE WHITE AGAINST A PALE MOON, THE LITHE FIGURE LEAPS FROM OUT OF THE NIGHT! HE IS SILENT-- SPECTRAL-- LIKE A HOARY GHOST OUT TO WREAK VENGEANCE ON THE LIVING!

¡HOLA, MIS AMIGOS! FROM THE MANNER OF YOUR DRESS--

--IT SEEMS CERTAIN THAT CAR TO WHICH YOU SOUGHT ACCESS--

--DOES NOT BELONG TO YOU!

THE SAVAGE SKULLS STAND THEIR GROUND, AND AND THE TIGER FEELS A PANG OF REMORSE...

THESE ARE HIS PEOPLE--STREET PEOPLE!

YOU SHOULDA MINDED YOUR OWN BUSINESS COMPADRE--

--INSTEADA MINDIN-OURS!

YOU ARE A FOOL, SEÑOR--TO ESCALATE GRAND LARCENY TO A CHARGE OF MURDER!

THOK!

I ONLY GET BOOKED IF I'M CAUGHT, TIGER--AN' YOU AIN'T TURNIN' IN NO... HEY!

FWAM!

YOU WERE SAYING, SEÑOR...?

WITH THE FELLING OF THEIR LEADER, THE SAVAGE SKULLS TURN--

--AND FLEE, ABANDONING THOSE LESS SWIFT!

WITH ALL THE TURMOIL THAT IS IN HIS OWN SOUL--

--THE TIGER GLARES INTO THE BOY'S FRIGHTENED EYES!

HE WANTS TO SCREAM--TO PENETRATE THE KID'S MIND WITH SENSE--BUT HE KNOWS FROM EXPERIENCE THAT SENSE TAKES A BACK SEAT TO POVERTY IN THE SOUTH BRONX!

WHY DID YOU DO IT? ¿POR QUÉ?!

THAT CAR BELONGS TO A PUSHER--DEALIN' DOPE TO MY PEOPLE!

BECAUSE I'M FROM THE NEIGHBORHOOD, MAN--I'M A SAVAGE!

WE THOUGHT WE COULD SCARE HIM OUT--

--WHEN YOU STOPPED US! WHERE YOU AT, MAN? YOU A PUERTO RICAN WHO CARES FOR LA RAZA...OR YOU USIN' YOUR POWERS TO DUMP ON THE PEOPLE?

HEY, BROTHER! THANKS FOR PROTECTIN' MY WHEELS!

--FROM THIS PENNY-ANTE STREET SCUM!

SMAP!

COPS DON'T PROTECT US LOCAL BUSINESS-MEN! WE COULD USE A BRIGHT BOY LIKE YOU!

WHADDA YA SAY, TIGER?

LEAVE THE SOUTH BRONX, SENOR ESPUMA*--AND DO NOT COME BACK!

¿COMPRENDE USTED?

KPOW!

*SCUM, EN ESPANOL--BOB

¡CARÁJO! YOU BUSTED THE MAN'S JAW, TIGER!

SAVAGE SKULLS

GET UP AN GET GOIN', PUNK--LIKE EL TIGRE BLANCO SAID!

I--I'M GETTIN'--BUT I'LL BE BACK, TURKEY! COUNT ON IT!

TRY IT...AN' BOTH THE SAVAGE SKULLS--

--AN' THE WHITE TIGER'LL BE WAITIN' FOR YOU!

WONIT WE, AMIGO? HEY--

--HE'S...GONE!

THE NEW CITICORP CENTER RISES 59 STORIES INTO THE MAN-HATTAN NIGHT.

HEADQUARTERS FOR THOUSANDS OF CITIBANK EMPLOYEES, IT IS SEEN BY ITS BUILDERS AS A COMMITMENT TO THE FUTURE OF A CITY PERPETUALLY ON THE VERGE OF DEFAULT...

WHILE TO OTHERS IT REPRESENTS MERELY ANOTHER TARGET!

ESPECIALLY IF THOSE "OTHERS" ARE...THE MAGGIA!

HEY, YOU CAN'T PARK HERE!

I'M HAVIN' TROUBLE WITH MY TRUCK, DOC. YOU KNOW OF A GARAGE AROUND HERE?

THERE'S ONE OPEN NEAR THE MIDTOWN TUNNEL!

THANKS, DOC!

THANKS A LOT!

PWOOF!

A-AGH! ...GAS!

YEAH, DOC...GAS! YOU'LL BE OUT FOR ABOUT AN HOUR! PLENTY LONG FOR THE MAGGIA TO GET WHAT IT'S COME HERE FOR!

JOIN ME IN THE CAB, HUH, DOC?

SLC 124

WHILE I GIVE THE "GO SIGNAL!"

CLICK

POINT TO BIG M! I'M IN POSITION! IT'S YOUR BABY NOW!

THE BACK OF THE VAN OPENS WITH A...

SCREECH!

PSC.14810

THERE IS A BLINDING FLASH OF LIGHT--

--A ROAR REMINISCENT OF IGNITING ROCKET ENGINES--

P.S.C.-14510

--A RUSHING SOUND, AND...

ROOSHHH

WHILE, WITHIN THE SINISTER TRUCK...

YOUR JOB IS TO DISABLE THE ALARM SYSTEMS WHILE MY BIRDROID PROCEEDS TO THE VAULTS! GO!

I DON'T LIKE IT-- PLAYING SECOND FIDDLE TO A BLASTED ROBOT!

IT AIN'T RIGHT, BIG M! WHAT IF IT BLOWS A FUSE OR SOMETHING?

THAT "ROBOT," AS YOU CALL IT, IS MY GREATEST CREATION! IT IS INFALLIBLE -- WHILE YOU, GENTLEMEN, ARE...EXPENDABLE!

NEED I FURTHER ELABORATE UPON MY THREAT?

UH--NO, BIG M! YOU'RE THE BOSS!

FOR NOW!

THEN PROCEED TO YOUR TASKS--

--THAT THE MAGGIA MAY REIGN SUPREME IN THE GLOBAL UNDERWORLD!

BUT THE MAGGIA'S PLAN RELIES ON STRIKING WITH LIGHTNING SPEED!

VROOAARRR

BIG M KNOWS THAT THE SOUND OF JET BACKWASH CANNOT LONG REMAIN UNNOTICED IN THE CONCRETE CANYONS OF MANHATTAN!

BUT HE WOULD BE CHAGRINED TO KNOW HOW QUICKLY HIS FEARS ARE PROVEN RIGHT!

EITHER SOMEBODY NEEDS ONE HECKUVA MUFFLER JOB--

--OR THEY'VE MOVED CAPE KENNEDY TO MANHATTAN!

SOMEHOW I DON'T THINK EITHER IS THE CASE!

VRROARRR!

AND IT LOOKS LIKE I'M RIGHT!

COSTUMED GUNSELS POURING FROM THAT TRUCK--

--FOLLOWING A BIRD-SHAPED BUZZ-BOMB INTO THE CITIBANK BUILDING!!

SPIDER-MAN! NOW WE'RE IN FOR IT!

VROOSH

KROOM!

SPREAD OUT! HE CAN'T GET US ALLLLL...

SWOK!

THEN WHY DON'T YOU JUST POINT OUT YOUR LEADER, CHUCKLES?

SWAM!

I ALWAYS DID PREFER QUALITY TO QUANTITY!

U- UNHH!

SPIDER-MAN--AGAIN! I COULD EXTERMINATE HIM NOW--BUT THEN I WOULD NOT LEARN HOW HE STYMIED MY PLANS FIRST AT GRANT'S TOMB... AND NOW HERE! HE SEEMS AS FAMILIAR AS CARRION WITH MAGGIA OPERATIONS!

DON'T RUN OFF, BOYS! I'M NOT FINISHED WITH YOU YET!

THAT'S WHAT YOU THINK, WEBHEAD!

YOU'RE RIGHT--IT IS WHAT I THINK! WANNA MAKE SOMETHING OF IT?

I THOUGHT NOT.

KOK!

PLEASANT DREAMS, PINHEAD!

YOO-HOO BOYS! 1-2-3 RINGOLEVIO...

...I SEE YOU!

HE'S NUTS! THERE AIN'T NO WAY T'SHAKE HIM!

AN' HE'S HERDIN' US RIGHT DOWN TOWARD--

"--THE VAULTS!"

"IF WE'RE THERE WHEN THE BOSS'S BUZZIN' BUZZARD MAKES CONTACT--!"

BWAROOM!

BM

THE BIRDROID PULLED IT OFF! THE VAULT DOOR'S BEEN ATOMIZED!

THAT METALLIC-LOOKING FLYING THING THAT BUSTED INTO THE BUILDING--!

IT WAS A BOMB!!

NOW ALL WE GOTTA DO IS *THROTTLE* THIS WEB-HEADED *PAIN*-- AN' WE'RE IN THE *MONEY!*

OH, IS *THAT* ALL?

I'M SORRY TO HAVE TO *DISAPPOINT* YOU WHEN YOU'RE SO CLOSE TO *RETIRING* ON YOUR ILL-GOTTEN GAINS, BOYS--

--BUT IT'S *PAST* YOUR *BEDTIME!*

AND I'VE GOTTA CHECK OUT THIS *BIRDROID* OF YOURS--

--BEFORE A *SECOND BLAST* TAKES THE WHOLE BLAMED *BUILDING* WITH IT!

CIAO, GOOFBALLS! SEE YA IN THE *FUNNY PAGES!*

WHILE COMING UPON THE SCENE OF SPIDEY'S TRIUMPH...

IDIOTS! IS THIS *POWER*--TO ATTAIN *SUPREMACY* OVER SUCH GROSS *INCOMPETENTS?*

BUT *SPIDER-MAN* WILL GET NO *FURTHER*--

"--ONCE HE ENCOUNTERS ... MY *CREATION!*"

HOO BOY! THE THREE-FOOT THICK *VAULT DOOR'S* BEEN *BLOWN* OFF ITS HINGES!

NO SIGN OF ANY *DEBRIS* FROM THE *BOMB,* THOUGH!

HEY! THAT SOUND! THE *BIRDROID'S* STILL IN *ONE PIECE*--

VROOM

--AND FLYING FOR THE *SAFE DEPOSIT BOXES!*

VOOSH!

GUESS I'D BETTER... WAIT!

THAT *LIGHT*--! SOMETHING'S *HAPPENING* IN THERE!

THE--THE BIRDROID'S *SHIFTING FORM! C-CHANGING SHAPE!*

IT'S *TRANSFORMING* ITSELF F-FROM *BIRD*--

--TO-TO *M-MAN* ... I THINK!

-- AND THEN, AS IF RESPONDING TO AN *UNVOICED* COMMAND...

HE'S *ATTACKING!*

UH-- *HI*, BIG FELLA! CAN'T WE TALK THIS OVER LIKE *GENTLEMEN*?!

UNHH! SOME-HOW I DIDN'T THINK HE'D BE AMENABLE TO *REASON!*

THE MASSIVE *ANDROID* STARES BALEFULLY AT HIS AWED *OBSERVER* IN THE DEVASTATED *VAULT*--

THRAM

HE-HE'S *IGNORING* ME--GOING FOR THE *MONEY!* BUT THERE'S NOTHING *HE* CAN SPEND IT ON--EXCEPT MAYBE A *LUBE JOB*--

--SO HE'S GOTTA BE WORKING FOR SOME-ONE *ELSE!*

AND THE *MILLION DOLLAR QUESTION* IS... *WHO?!*

SO *HOW* DO I FIND OUT? WELL--I COULD ALWAYS TRY THE *DIRECT* APPROACH... *ASKING* HIM!

HEY, BALDY--GOT A *MINUTE?* MIND IF I ASK A *PERSONAL* QUESTION--LIKE WHO *PULLS* YOUR *STRINGS?!*

HOLY SMOKES! IT'S--!

MY *TRI-MAN* CANNOT REPLY, SPIDER-MAN--BUT PERHAPS *I* CAN PROVIDE THE *ANSWER* YOU SEEK!

THE *MASKED MARAUDER,* YOU MISBEGOTTEN MISCREANT!

AND I NEED ONLY MY RECREATED *TRI-MAN* AND MY ALL-POWERFUL *OPTI-BLASTS* TO MAINTAIN MY POSITION AS *BIG M,* LEADER OF THE *MAGGIA*--

ZAT!

--AND TO *SNUFF* OUT, ONCE AND FOR ALL TIME, A SNIVELING *NUISANCE* SUCH AS *YOU* HAVE BECOME!

TH-THAT *BLAST*--HITTING MY *EYES!* I-I CAN'T SEE! *I'M BLIND!*

NEXT ISSUE

THE MASKED MARAUDER, TRI-MAN, CARRION, THE WHITE TIGER AND A HELPLESS SPIDEY!

MINE EYES HAVE SEEN THE GLORY!

STILL ONLY 35¢

MARVEL® COMICS GROUP

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

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MARVEL'S TV SENSATION!

BLINDED BY THE MASKED MARAUDER, SPIDER-MAN PLUNGES TO HIS DOOM!

...TO DIE IN DARKNESS!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BOISTEROUS BILL MANTLO WRITER | GENTLEMAN JIM MOONEY PENCILER | FEARLESS FRANK SPRINGER INKER | JO (COOL) DUFFY EDITOR | JIM (TROUBLE) SHOOTER ED.-IN-CHIEF

PETER PARKER, THE SPECTACULAR SPIDER-MAN, HAS FACED MORE CRISES IN HIS YOUTHFUL CAREER THAN MOST MEN ENCOUNTER IN A LIFETIME...

THAT BLAST HITTING MY EYES! I--I CAN'T SEE! I'M BLIND!!

BUT NONE MORE IMMEDIATELY DEVASTATING THAN THIS!

THE OPTI-BLASTS OF THE MASKED MARAUDER WILL INSURE THAT YOU NEVER INTERFERE WITH THE MAGGIA AGAIN, SPIDER-MAN!

MINE EYES HAVE SEEN THE GLORY

LG/99

RICK PARKER LETTERS
KAREN RAINES COLORS

OH, LORD--IT'S **TRUE!** I WAS **STARING** RIGHT AT THE MARAUDER WHEN HIS BLAST CAUGHT ME **FULL** IN THE **FACE!**

THERE WAS NO TIME TO **SHIELD** MY--

H-HE'S **STRIKING** AGAIN! I CAN'T SEE TO **DEFEND** MYSELF!

--AARGH!

WRITHE IN **HELPLESS AGONY,** YOU MEDDLING MISCREANT!

I HAVE AWAITED THIS MOMENT SINCE THE DAY YOU AND DAREDEVIL **FIRST** INTERFERED IN MY PLANS TO DOMINATE THE **MAGGIA!** *

* THE CLASSIC **DAREDEVIL #'s** 16 & 17--JO.

I HAVE SPENT MONTHS IN PRISON WORKSHOPS HEIGHTENING THE **POWER** OF MY **OPTI-BLASTS**--*

* SINCE **WEREWOLF BY NIGHT #** 43, TO BE EXACT--MJD.

--UNTIL THE **PARALYZING SHOCK** THEY DELIVER TO THE **OPTIC NERVE** IS NO LONGER TEMPORARY--

--BUT QUITE **PERMANENT!**

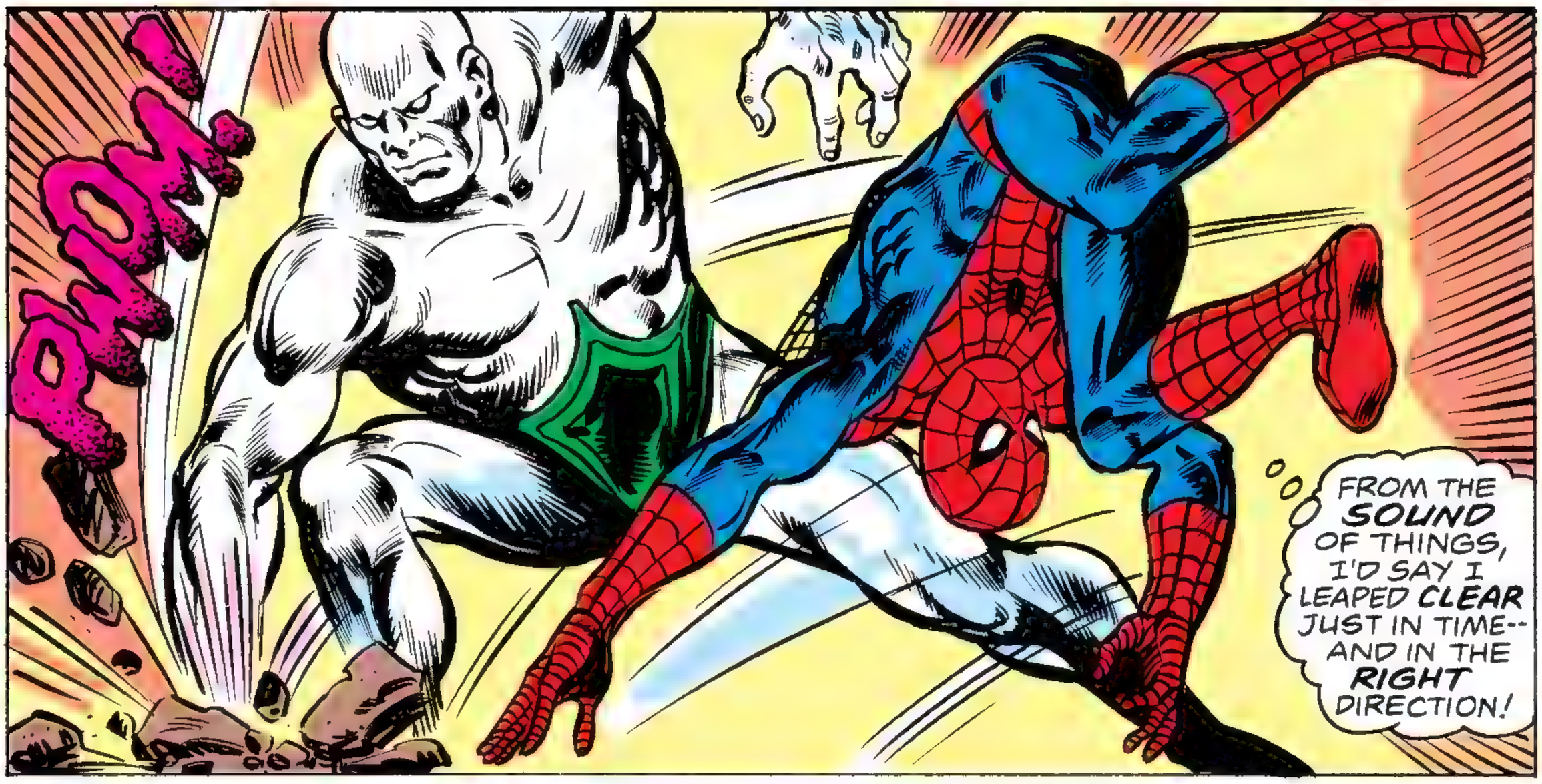
THUS, AS MY **GENIUS** HAS BROUGHT ME **CONTROL** OF THE MAGGIA--SO, TOO, HAS IT ALLOWED ME TO **TRIUMPH** OVER YOU, WALL-CRAWLER!

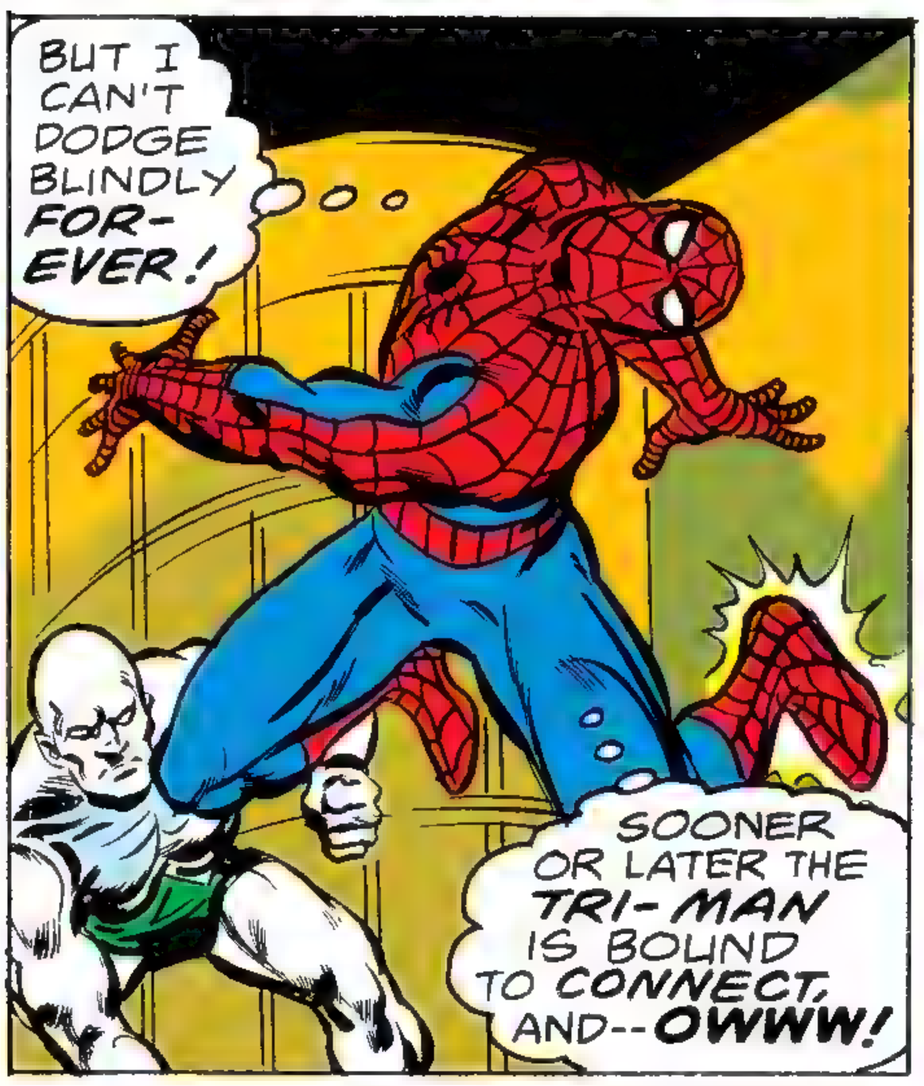
AND NOW FOR THE **COUP DE GRACE...**

REACTING TO A THOUGHT-COMMAND FROM THE **MASKED MARAUDER,** THE MOTIONLESS **TRI-MAN** LUMBERS TO OMINOUS **LIFE!**

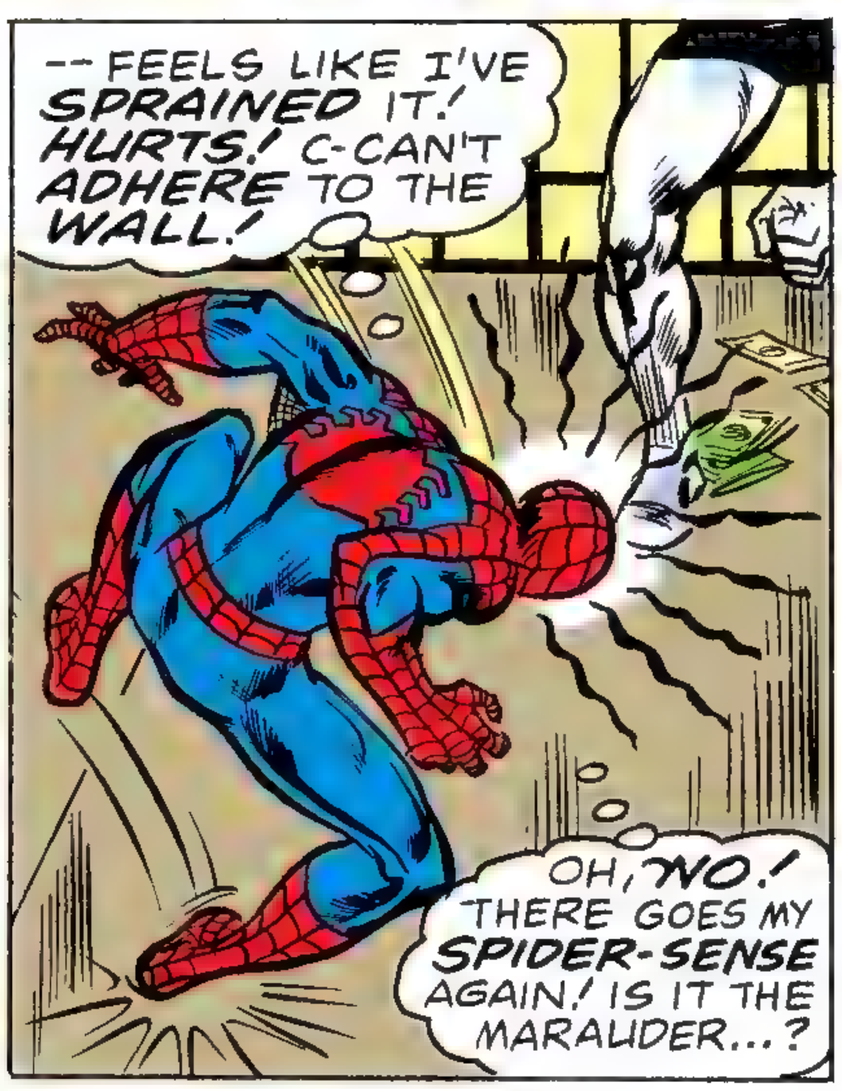
SPIDER-SENSE REACTING LIKE **MAD!**

I'M ABOUT TO GET **CREAMED,** UNLESS...


FLOOM!
FROM THE SOUND OF THINGS, I'D SAY I LEAPED CLEAR JUST IN TIME-- AND IN THE RIGHT DIRECTION!


BUT I CAN'T DODGE BLINDLY FOR-EVER!
SOONER OR LATER THE TRI-MAN IS BOUND TO CONNECT, AND--OWWW!

I--I LANDED OFF BALANCE!
M-MY ANKLE--


--FEELS LIKE I'VE SPRAINED IT! HURTS! C-CAN'T ADHERE TO THE WALL!
OH, NO! THERE GOES MY SPIDER-SENSE AGAIN! IS IT THE MARAUDER...?

NO! IT'S THE TRI-MAN!!
THWOK!
BATTER HIM, MY CREATION! NEVER WERE YOU AS POWERFUL AS YOU ARE NOW!
WHAT DO YOU FEED HIM, MARAUDER? MULTIPLE VITAMINS? UNGHH!

ZTOK!

MOCKING, **DOOMED,** FOOL! YOUR FLIPPANCY ONLY HASTENS YOUR **DOWNFALL!**

U-UNHHH!

BUT, AT THAT MOMENT...

BOSS! THE **COPS** ARE COMIN'!

WHAT--?! IN MY DESIRE FOR **RE-VENGE** I HAVE JEAPORDIZED THE **OPERATION!**

THERE IS STILL TIME TO MAKE **AMENDS,** HOWEVER!

THE **TRI-MAN** HAS SMASHED OPEN THE **SAFE DEPOSIT BOXES!** TAKE **EVERYTHING** OUT TO THE WAITING **GETAWAY VAN!**

BUT WHAT ABOUT **SPIDER-MAN?!**

BLIND HE IS OF NO FURTHER CONSEQUENCE TO US! LEAVE HIM!

J-JUST KEEP TALKING, MASK-MUG! I DON'T NEED TO SEE YOU--

--TO FLIP A SPIDER-TRACER IN THE DIRECTION OF YOUR VOICE!

AND, OUTSIDE THE CITICORP BUILDING...

HOLD IT RIGHT... HOLY CROW-- THE MASKED MARAUDER!

IF HE'S BACK IN ACTION-- WE GOT TROUBLE!

MORE THAN YOU DREAM! GO, MY TRI-MAN--

--TAKE THEM!

NEW YORK'S FINEST STARE IN DISBELIEF AS THE HUGE ANDROID BEGINS TO CHANGE..

...FROM ITS HUMANOID SHAPE TO THAT OF A LIGHTNING-SWIFT BIRDROID ATTACK UNIT!

THE REST OF YOU-- COME!

VRROAARR!

FOR THE LUVVA MIKE-- LOOK OUT, MEN!

WHILE, IN THE RANSACKED SAFE DEPOSIT VAULT...

C-CAN'T SEE... CAN BARELY STAND ON MY BAD ANKLE!

BUT I CAN'T LET THE MARAUDER MASSACRE THE POLICE!

BUT IT IS EXTREMELY **UNLIKELY**, GIVEN OUR WEB-SPINNER'S PRESENT **CONDITION**, THAT HE WILL BE IN TIME TO DO **ANYTHING** ABOUT THE SITUATION OUTSIDE!

FOR GOD'S SAKE--KEEP YOUR **HEADS** DOWN!

VREEEEE!

THE MARAUDER AND HIS MEN ARE ALL IN THE **VAN**, SERGEANT!

INTO YOUR **CARS**, MEN! **AFTER 'EM!**

I DON'T THINK THAT'LL BE **POSSIBLE**, SIR--

"--UNLESS THEY MAKE **PATROL CARS** WITH **WINGS!!**"

THE PATROLMAN'S **MEANING** BECOMES IMMEDIATELY **CLEAR!**

...THE **LEADER** OF THE **MAGGIA** MAKES GOOD HIS **ESCAPE!**

PUT UP YOUR **GUNS**, MEN! WE CAN'T **HIT** 'EM FROM HERE!

HE MADE **FOOLS** OF US-- **FOOLS!**

FROM WITHIN THE VAN A **HYDRAULIC HOIST** RISES SKY-WARD TOWARDS A WAITING **HELICOP-TER**, AND RIDING A COLUMN OF **PRESSURIZED AIR**...

YEAH-- BUT WE AIN'T REPORTIN' BACK **EMPTY-HANDED!**

WE'VE **LOST** THE MARAUDER-- BUT WE'VE CAUGHT **SPIDER-MAN!**

H-HUH?!?

I-I DON'T BELIEVE IT! THE MARAUDER'S **GONE**... AND THIS COP IS GONNA RUN ME IN OUT OF **FRUSTRATION**!

DON'T MAKE A **MOVE** I DON'T **LIKE**, WALL-CRAWLER!

SORRY, OFFICER! WE'RE ON THE **SAME SIDE**--

--BUT I DON'T HAVE ALL NIGHT TO **CONVINCE** YOU OF THAT!

LOOK OUT FOR HIS **WEBBING**!

IT'S **COVERING** US LIKE A **NET**!

PTOW!

THAT'S WHAT I WANTED TO **HEAR**! SPINNING IT OUT **BLINDLY** I COULDN'T BE **SURE**...!

MAYBE BY THE TIME IT **DISSOLVES** THE COPS'LL FORGET ABOUT **ME**--

-- AND GET AFTER THE **REAL CRIMINAL**... THE **MARAUDER**! CAN'T **COUNT** ON THAT, THOUGH!

FEELS LIKE I'VE FALLEN INTO A **CANOPY**! G-GOT TO SHOOT MY WEBBING **UPWARDS**!

THWIP!

"HOPE IT **ADHERES** TO **SOMETHING**!

THWAP!

THIS IS LIKE A BAD DREAM. I THOUGHT I'D FINALLY **CLEARED** MY NAME WITH THE POLICE,* AND NOW THEY'VE FOUND SOMETHING **ELSE** TO BLAME ME FOR.

AND UNTIL THEY PUT TWO AND TWO TOGETHER, THEY'LL BE HUNTING **ME** WHILE THE **MARAUDER** GOES **FREE!**

THANK GOD! MY WEBBING'S **CAUGHT** ON SOME-THING

BRAK!

PTOW!

I DON'T GET IT. HEADQUARTERS JUST SENT WORD DOWN THAT SPIDER-MAN **ISN'T** A CRIMINAL, AND NOW...

HE'S GETTING **AWAY!**

*SEE CURRENT ISSUES OF AMAZING SPIDER-MAN -- JO.

RELYING ON INSTINCT, SPIDER-MAN GAINS THE RELATIVE **SAFETY** OF A BUILDING CORNICE!

CRASH!

O-OWW! T-THIS IS **INSANE!** I'M **LOST** IN THIS...**DARKNESS!**

SPEOW!

I-I'VE GOT TO **STOP**-- THINK THIS **THROUGH!**

I'M **FINISHED** AS **SPIDER-MAN!** WHEN **PETER PARKER** SHOWS UP **SIGHTLESS...** MY **SECRET** WILL BE REVEALED!

THE **MARAUDER** DID THIS TO ME! WITH OR **WITHOUT** MY VISION, I'LL **GET** HIM-- I **SWEAR** IT!

BUT FIRST-- GOT TO **REST!** THEN FOLLOW SIGNAL FROM MY **SPIDER-TRACER...!**

WEAK, NUMB...AFRAID, SPIDEY LEANS BACK INTO THE **SHELTER** OF THE LEDGE. HE DOES NOT SEE THE **RISING** OF THE **MORNING SUN!**

WHILE, ELSEWHERE IN THE BIG APPLE, LIFE GOES ON AS USUAL...

...MORE OR LESS!

C. DEPT OF SANITATION

PETER WAS SUPPOSED TO CALL ME LAST NIGHT-- BUT HE NEVER DID!

I WONDER IF ANYTHING'S... SAY! ISN'T THAT MARY JANE WATSON?

I'VE FELT AWFUL EVER SINCE RUNNING INTO PETER AT THAT DISCO THE OTHER NIGHT!*

*SEE PPTSS#24-- JO.

BUT IT WAS MY DECISION TO COOL OUR RELATIONSHIP-- SO WHY SHOULD I BE UPSET AT SEEING HIM WITH ANOTHER WOMAN...?

OH-- EXCUSE ME!

WHY-- BETTY LEEDS! WHAT ARE YOU DOING HERE?

AT PETER'S APART-MENT? THE SAME THING YOU ARE, I WOULD IMAGINE!

WHAT'S THAT SUPPOSED TO MEAN, MRS. LEEDS?

THAT WE'RE BOTH... FOND... OF PETER! I--I GUESS WE'RE COMPETITORS!

THEN YER WASTIN' YER TIME, LADIES! PARKER AIN'T BEEN HOME ALL NIGHT!

THAT'S ALRIGHT, MRS. MUGGINS-- I HAVE A KEY! I'LL LET MYSELF IN...!

HRRMPHH!

SO YOU AND PETEY ARE THAT TIGHT ALREADY, HUH?

N-NO, NOT REALLY... I MEAN--YES, WE ARE!

YOU DON'T SOUND SO SURE, SWEETHEART, MAY-BE YOU'RE LETTING YOUR IMAGINATION FILL IN THE BLANKS IN REALITY!

I DON'T KNOW WHAT YOU MEAN, MARY JANE!

CLICK

NO? DID PETER TELL YOU HE ASKED ME TO MARRY HIM?

AS MARY JANE'S KEY TURNS IN THE LOCK... DEATH--IN THE GUISE OF CARRION-- AWAITS WITHIN PETER PARKER'S APARTMENT!

MEANWHILE, HIGH ABOVE THE CITY'S STREETS...

I-I'D HOPED REST WOULD IMPROVE THINGS-- BUT I'M STILL BLIND!

I'VE GOT TO GET HOME -- THINK THIS THROUGH! BUT I DON'T EVEN KNOW WHICH DIRECTION TO GO!

AND MY SPRAINED ANKLE ISN'T HELPING!

STILL CAN'T PUT ANY WEIGHT ON IT!

BUT THAT'S THE LEAST OF IT! I'VE GOTTA KEEP ON THE MOVE--KEEP GOING! I'M AFRAID IF I STOP, THE SHOCK WILL SET IN...

...THE SHOCK OF BEING SIGHT-LESS FOR THE REST OF MY LIFE!

EH? WHAT'S THAT FROM BELOW...?

SOUNDS LIKE A POLICE RADIO! MY WORST FEARS HAVE BEEN REALIZED! THEY ARE SEARCHING FOR ME!

Y'HEAR THAT, PARTNER? LET'S GO!

ALL POINTS ALERT FOR SPIDER-MAN-- SUSPECT IN THE ROBBERY OF THE CITICORP BUILDING EARLIER THIS MORNING...

LIBERTAD PARA PUERTO RICO

WREEEEEEEEEE!

WATCH THE INCREDIBLE HULK ON CBS-TV

POLICE

WOW! DO YOU THINK SPIDER-MAN'S A CRIMINAL?

WHO CARES? IT'S NOT MY PROBLEM.

THANKFULLY MISSING THOSE COMFORTING WORDS, OUR WEB-SLINGER INCHES HIS WAY ONWARDS!

WHILE, IN ANOTHER SECTION OF THE CITY...

DESPITE WHAT THE *POLICE BULLETINS* SAY--

AND, IN A TENEMENT APARTMENT IN THE SOUTH BRONX...

¡A CASA-- POR FIN*!

*SPANISH TO ENGLISH-- HOME, AT LAST!" --TRANSLATOR JO.

I BLEW A NIGHT OF *STUDYING* FOR HECTOR AYALA'S *MID-TERMS*--

SKREE

--BUT THE *WHITE TIGER* CLEANSED THE NEIGHBORHOOD OF A *DRUG PUSHER!*

WREEEEEEEE

--SPIDER-MAN IS NO MORE A *CRIMINAL* THAN **I** AM! IT'S TIME *DAREDEVIL* DID SOME *INVESTIGATING* ON HIS OWN!

I CAN'T ANSWER *WHICH* OF THE TWO IS MORE *IMPORTANT*--

--EDUCATION OR SELF-PRESER-VATION--

--BUT I KNOW WHICH MEANS MORE TO *ME!*

¡BASTA! I AM STARTING TO SOUND LIKE MY PHILOSOPHY PROFESSOR! I MUST BE HHMMM TIRED...!

WELCOME HOME, MY BROTHER

EH?!

AWILDA!

SO YOU CUT YOUR CLASSES LAST NIGHT TO PLAY SUPER-HERO!

DO YOU WANT TO BREAK MAMA'S HEART, ESTUPIDO?

AND YOUR SCHOLARSHIP--IT MEANS NADA TO YOU? HECTOR, WHEN ARE YOU GOING TO GROW UP?!

AND SO WE TAKE OUR LEAVE OF THE WHITE TIGER AND HIS RATHER UNUSUAL DOMESTIC SITUATION--

--AND TURN OUR GAZE TO THE HALLOWED HALLS OF ACADEME...THE CENTRAL CAMPUS OF EMPIRE STATE UNIVERSITY!

ES MEMORIAL BUILDING

ARE YOU AND HECTOR STILL SEEING EACH OTHER, HOLLY?

I'M AFRAID I PUT THE FREEZE ON THAT WHEN I COULDN'T ACCEPT HIS BEING THE WHITE TIGER, SHA SHAN!

HEY, LOVELY LADIES! WAIT UP!

MY-- IF IT ISN'T MY LATE LUNCHEON DATE... FLASH THOMPSON!

AW, SHA SHAN HONEY-- I'M SORRY! I WAS JUST LOOKIN' FOR PETE! YOU SEEN HIM?

NOPE. ISN'T HE AWFUL LATE FOR CLASS BY NOW?

YOU BET! BOY, IF HE WANTS TO MAKE UP GYM AND GET INTO GRAD SCHOOL--

--HE SURE HAS A FUNNY WAY OF GOIN' ABOUT IT! AH, LET'S EAT! PETE'S A BIG BOY NOW--

"-- HE CAN TAKE CARE OF HIMSELF!"

S-SOUNDS OF TRAFFIC BELOW!

I-I MUST BE OVER A STREET--

-- ON A LEDGE... OR THE ROOF OF A BUILDING!

C-CAN'T TELL ANYTHING FROM THE NOISE, AND THE BUILDINGS ALL FEEL EXACTLY THE SAME!

I DON'T KNOW WHERE I AM!!

MY SPIDER-SENSE IS NO HELP! IT'S NOT PICKING UP ANY EMANATIONS FROM MY SPIDER-TRACER, WHICH MEANS THE MARAUDER'S OUT OF RANGE!

OTHER THAN THAT, IT ONLY CHIMES IN WHEN THERE'S--

--DANGER!!

HOLD IT RIGHT THERE, WALL-CRAWLER! I WANT TO TALK TO YOU!

TH-THERE IT GOES! I MUST BE UNDER ATTACK--!

N-NO! THAT'S NOT WHAT SET IT OFF! I-I'VE STEPPED BACK OFF THE LEDGE!

WHAT IN BLAZES--?!

I-I'M FALLING!!

MY RADAR SENSE REVEALS THAT SPIDER-MAN IS NO LONGER ON THE LEDGE! BUT WHY DID HE LEAP AWAY FROM ME?

HIS HEART'S POUNDING LIKE A TRIP-HAMMER... AS IF HE WERE SCARED!

BUT WHY DOESN'T HE JUST USE HIS WEBBING TO SAVE HIMSELF?

THWIP!

CAN'T BE FAR DOWN TO THE STREET! GOD-- IF ONLY I COULD SEE TO AIM MY WEB-SHOOTERS.

BUT LONG EXPERIENCE ISN'T EASILY NEGATED-- NOT EVEN BY BLINDNESS! SPIDER-MAN'S WEBLINE FORTUITOUSLY STRIKES A LEDGE ABOVE...

...AND ADHERES, YANKING THE UNPREPARED SUPER-HERO ABOUT LIKE A PUPPET WHOSE STRINGS HAVE BEEN DRAWN UP SHORT!

UNGHH!

BUT THE SUDDEN JARRING WEIGHT ALSO HAS ITS EFFECT ON THE CRUMBLING CORNICE!

WHILE, ON THE LEDGE ABOVE...

IT SOUNDS *INSANE,* BUT SPIDER-MAN'S *FALLING--*

--TO HIS *DEATH!*

I DON'T KNOW WHAT'S GONE *WRONG--*

--ESPECIALLY SINCE MY *RADAR SENSES* REVEAL HIM TO BE AS *POWERFUL* AS EVER--

--BUT MAYBE I'D BETTER *POSTPONE* THE PROGNOSTICATION UNTIL THE WEB-SLINGER'S *SAFE!*

SPIDER-MAN-- REACH OUT YOUR *HAND!*

HUH? *WHO--?!*

BLAST IT, MAN--I'M COMING TO *RESCUE* YOU!

BUT YOU MUST *REACH OUT* TO ME!

HE'S REACHING THE *WRONG WAY!* GOT TO *ACCELERATE* MY *SWING--*

--AND SNATCH HIM BEFORE HE MAKES A PERMANENT IMPRESSION ON THE SIDEWALK!

THE SAVE EXECUTED BY THE MAN WITHOUT FEAR IS BREATHTAKINGLY FLAWLESS--

HOTEL BLAIR

ACE AIR

SALE

DAILY BUGLE

--AND, BANKING ON THE MOMENTUM OF HIS SWING--

JUST HOLD ON TIGHT, MISTER!

--DAREDEVIL ARCS SKYWARD, HIS UNCANNY RADAR SENSES ANALYZING THE UPDRAFTS AND WIND CURRENTS AND UNERRINGLY GUIDING HIM TO AN ACCESIBLE ROOFTOP!

AND, SECONDS LATER...

YOU'RE DAREDEVIL-- YOU MUST BE!

WHAT GAVE ME AWAY? MY CRIMSON COSTUME WITH THE DOUBLE 'D' ON THE CHEST--

--OR MY SUNNY PERSONALITY?

N-NO, IT--IT WAS YOUR VOICE! I-I RECOGNIZED IT!

MY VOI...? I DON'T GET IT! LOOK, WALL-CRAWLER--!

BUT, IN MOUNTING PANIC, SPIDER-MAN BACKS AWAY FROM HIS COSTUMED BENEFACTOR--

--WHEN SUDDENLY HIS BAD ANKLE TRIPS HIM INTO SOME MAKESHIFT CAGES BY AN URBAN PIGEON FANCIER CONSTRUCTED ON THE ROOF!

CRASH!

AND, DAREDEVIL, TRYING TO MAKE SOME SENSE OF THE MEANINGLESS CACAPHONY OF SOUND--

--IS FINALLY FORCED TO SAY...

HEY, FELLA! WHAT IN GOD'S NAME IS WRONG??

WHAT'S THE MATTER, DARE-DEVIL--HAVEN'T YOU EVER HEARD THE ONE ABOUT THE S-SIGHTLESS SUPER-HERO?

YOU'RE BLIND?!

I-I THOUGHT IT WAS OBVIOUS! S-SOME JOKE, HUH?!

DAREDEVIL CANNOT THINK OF ANYTHING TO SAY!

NEXT ISSUE: IN SEARCH OF THE MASKED MARAUDER WITH--

THE BLIND LEADING THE BLIND!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

I SENSE DEADLY DANGER, DAREDEVIL-- BUT I CAN'T SEE IT! I'M BLIND!

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MARVEL'S TV SENSATION!

COCKRUM J.AM

THE BLIND LEADING THE BLIND!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BILL MANTLO WRITER * FRANK MILLER GUEST-PENCILER * FRANK SPRINGER INKER * MARY JO DUFFY EDITOR-PRO-TEM * JAMES SHOOTER EDITOR-IN-CHIEF

I-I THINK SO! J-JUST *GUIDE* ME, HUH?

SURE THING, FELLA! *STEADY* YOURSELF BE-SIDE ME--

--AND TRIGGER YOUR *WEB SHOOTER* WHILE I *AIM* FOR YOU!

THWIP!

THWAP!

*GAUGING THE SHOT WITH HIS UNCANNY HYPERSENSES, DARE-DEVIL **HEARS** THE WEB-LINE ADHERE TO THE DISTANT ROOFTOP!*

MY WEB'S *SECURE*, RIGHT?

I MAY BE *BLIND* --BUT I'M NOT *HELPLESS!*

NO! I SHOULD'VE *KNOWN* HE'D TRY THAT!

KOAK!

HE CAN'T *STAND* BEING HANDI-CAPPED! HE'S GOT TO PROVE TO HIMSELF THAT HE CAN *COPE!* BUT HE'S SWINGING IN TOO *LOW* AN ARC!

HUH? WHAT--?!

SKRAK!

U-UNHH!

SPIDEY-- *PULL UP!*

OH, LORD! HE'S FALLING!

TAK!

AND FROM THE WILD BEATING OF HIS HEART, HE'S STARTING TO PANIC!

GOT TO PUSH OFF-- DROP FASTER THAN SPIDEY--

WH-WHAT DO I D-DO? WH-WHICH WAY IS UP?!

CAN'T COUNT ON HIM TO HELP HIMSELF UNTIL THE HYSTERIA PASSES!

I'VE GOT TO GET BELOW HIM! AH, WIND RUSHING PAST A... FLAGPOLE! PERFECT!

SUB

-- AND MAKE THE CATCH!

GOT YOU, FELLA! NOW HANG TIGHT!

SPRONGG!

--WHILE I PUT SOME SPACE BETWEEN US AND THE STREET!

N-NO!

NO MORE! I'M BLIND --MY ANKLE SPRAINED SO BAD I CAN HARDLY STAND--!*

* SEE LAST ISH -- JO.

HEY, WHAT GIVES?

SMEK

I WON'T TAKE ANYMORE! I'D RATHER BE DEAD THAN...

I SHOULD HAVE EXPECTED THIS! HE'S STARTING TO COME APART--

--LASHING OUT AT ME AS HIS CHURNING GUTS TEAR HIM INSIDE-OUT!

KLANG

I COULD DODGE HIS BLOWS UNTIL HE EXHAUSTS HIMSELF!

--BUT THAT'S NOT GOING TO BRING HIM TO GRIPS WITH HIS BLIND-NESS!

SPIDER-MAN, LISTEN TO ME! MAYBE THERE'S A CURE--!

NO! THE MARAUDER SAID THE EFFECTS OF HIS OPTI-BLAST WERE PERMANENT!

I'M FINISHED-- DON'T YOU UNDERSTAND THAT?!

WHUMPH!

THE AMAZING SPIDER-MAN IS FINISHED!

LORD, I'D FORGOTTEN HOW *STRONG* HE IS!

SPAKOW!

--THE CRACK-UP!

I CAN HEAR HIS HEART RACING!

HERE IT COMES--

I'M *NO GOOD* TO ANYONE-- NOW--NOT TO *MYSELF* ...NOT TO *ANYONE!*

I'M A *JOKE!* A *SICK*, PITIFUL-- PATHETIC--

--JOKE... IT'S *OVER*--BUT FOR *HOW LONG?* I CAN'T HANDLE HIM *ALONE!*

I'VE GOT TO GET *HELP!*

SPIDEY-- I'VE GOT AN IDEA! *COME* WITH ME, HUH?

SURE-- WHY *NOT?* WHAT'S THE *DIFFERENCE?*

SHORTLY, IN THE MANHATTAN APARTMENT OF ATTORNEY MATT MURDOCK...

I TOOK A RISK BRINGING HIM HERE! EVEN BLIND HE MIGHT INADVERTENTLY DISCOVER A CLUE TO MY SECRET IDENTITY!

BUT, I CAN IMAGINE WHAT HE'S GOING THROUGH...!

AS DAREDEVIL'S HYPERSENSITIVE FINGERTIPS "READ" THE YELLOW PAGES, HIS MIND RACES BACK...

NGER

GER MATERIALS

LOOK OUT!

SKREECH!

...TO THAT DAY MANY YEARS AGO-- THE DAY OF THE ACCIDENT!

ROBBED OF HIS SIGHT BY A BLOW FROM A METAL CANNISTER BEARING RADIOACTIVE MATERIALS, YOUNG MATT MURDOCK FOUND HIS OTHER SENSES MYSTERIOUSLY HEIGHTENED!*

*SEE THE CLASSIC LEE-EVERETT DAREDEVIL #1--JO.

MAKING USE OF HIS NEW-FOUND POWER AND AGILITY, MATT AVENGED THE MURDER OF HIS FATHER AND EMBARKED UPON A DUAL CAREER--AS A TALENTED LAWYER...

...AND AS THE COSTUMED ADVENTURER CALLED..

--DAREDEVIL, THE MAN WITHOUT FEAR!

HELLO, DR. ORLOCK? YES, THIS IS DAREDEVIL.

I HAVE A PATIENT FOR YOU!

SECONDS LATER, IN THE PARK AVENUE OFFICES OF DR. HENRY ORLOCK, OPTHAMOLOGIST...

NURSE, CANCEL MY AFTERNOON APPOINTMENTS--

--WE'RE EXPECTING A VERY UNUSUAL PATIENT!

AND DR. ORLOCK SITS DOWN... TO WAIT!

WHILE... ORLOCK'S A GOOD MAN A--ER--FRIEND OF MINE RECOMMENDED!

IF ANYONE CAN FIND A CURE--HE CAN!

SPIDER-MAN CAN ONLY NOD HELPLESSLY!

WHILE ON THE STOOP OF PETER PARKER'S CHELSEA APARTMENT...

MARY JANE, I'M ALMOST GLAD PETER WASN'T HOME, AND WE HAD THIS CHANCE TO TALK!*

ME, TOO, BETTY! I'M SORRY I MADE THAT CRACK ABOUT PETEY ASKING ME TO MARRY HIM!

HE DID--AND I TURNED HIM DOWN... NOT BECAUSE I DIDN'T LOVE HIM--BUT BECAUSE I'M NOT READY FOR MARRIAGE!

*SEE LAST ISSUE--JO.

I WISH I'D HAD THAT KIND OF MATURITY WHEN NED ASKED ME TO MARRY HIM --INSTEAD OF JUMPING AT THE SECURITY!

WELL, YOU SEEM TO HAVE SURVIVED! LISTEN, JUST BECAUSE WE'RE SEEING THE SAME GUY DOESN'T MEAN WE CAN'T BE CIVIL TO EACH OTHER!

MORE THAN JUST CIVIL, MJ--WE CAN BE FRIENDS!

SOLID! S'LONG ...FRIEND!

AND, WHEN THE LADIES HAVE LEFT...

SHEESH! IT AIN'T BAD ENOUGH BEIN' PARKER'S LAND-LADY--

--NOW I GOTTA OVERHEAR THE DETAILS OF HIS LOVELIFE!

THUMP!

SKRAK!

CRACK

I DON'T GET IT! I RENT TA WEIRDOS SOMETIMES--

--BUT THEM SOUNDS IS COMIN' FROM PARKER'S APARTMENT--

--AN' ACCORDIN' TA HIS GIRL-FRIENDS, HE AIN'T HOME!

B-BUT HIS DOOR'S OPEN!

TH-THIS IS ONE A' THEM TIMES I W-WISH MY BARNEY WAS HOME!

FEARFULLY, MRS MUGGINS PEEKS IN PETER'S DOORWAY.

AND WITNESSES A SCENE OF MINDLESS CARNAGE--

--DESTRUCTION--

EEEEEEEEEEEE

...AND... TERROR

THE DEAD WALK PARKER

TRADEMARKS ALL THE MALEVOLENT... CARRION!

SOON, O PARKER, YOU MUST RETURN--

AND I WILL BE WAITING!

AND TREADING THIN AIR, THE CADAVEROUS VILLAIN DEPARTS!

MANY HOURS LATER...

I DON'T UNDERSTAND! THEY SHOULD HAVE BEEN HERE BY NOW!

DOCTOR ORLOCK-- THEY ARE HERE!

SORRY IT TOOK US SO LONG, SIR! I THOUGHT IT BEST TO WAIT 'TIL AFTER NIGHTFALL!

DAREDEVIL -- HELPING SPIDER-MAN?! B-BUT... THAT CITICORP ROBBERY! THE POLICE!

--ARE OFTEN MIS-TAKEN NURSE WILLS--

--AND WE WILL RESPECT THE CONFIDENTIALITY OF OUR... PATIENT!

THANKS, DOC! AS I EXPLAINED ON THE PHONE...

IT'S ALRIGHT, DD! LET ME TELL HIM!

I WAS HIT BY SOMETHING CALLED AN OPTI-BLAST, DOC-- A RAY USED TO PARA-LYZE THE OPTIC NERVE.

I--I NEED TO KNOW... IS THE PARALYSIS TEMPORARY-- OR WILL I BE BLIND FOREVER?!

YOU SOUND AS IF YOU'VE HAD SCIEN-TIFIC TRAINING, MY BOY! IF SO, YOU ARE AWARE OF THE RISKS THAT SUCH A SEVERE NEURO-SHOCK ENTAILS!

STILL, THE OPTIC FIBERS SEEM TO BE WHOLE... AND SEEM TO BE RECUPERATING WITH ASTONISHING SPEED!

SPIDER-MAN'S EXTRAORDINARY PHYSIOLOGY COULD ACCOUNT FOR THAT...!

BUT WILL IT BE A COMPLETE RECOVERY??

THAT I *CAN'T* SAY, SPIDER-MAN! GIVEN *TIME* AND *REST*...

Y'HEAR THAT, FELLA? YOU'VE GOT A GOOD CHANCE AT...

DAREDEVIL--YOU DON'T UNDERSTAND!

I *MAY* SEE AGAIN--I MAY *NOT*... AND WHILE I *"REST"* THE MASKED MARAUDER'S GETTING READY TO STRIKE!

THAT *ROBBERY* AT THE CITICORP CENTER WAS ONLY *PART* OF A *MASTER PLAN!*

OH! BUT I'M NOT DONE WITH YOUR *ANKLE.*

HANG MY ANKLE! I'VE GOT A *SPIDER TRACER* ON THE MARAUDER!

I'M THE ONLY ONE WHO CAN *FIND* HIM!

WHRUMP!

A-AND I CAN'T EVEN *SEE!*

THE MARAUDER'S GOT THE ENTIRE *MAGGIA* BEHIND HIM! HE WOULDN'T NEED *CASH* UNLESS HE WAS PLANNING SOMETHING *BIG!*

SOMETHING *TERRIFYING!*

AND THERE'S NOT A BLASTED THING *I* CAN DO TO *STOP* HIM!

SPIDER-MAN-- TAKE IT *EASY!* YOU'RE NOT *ALONE* FELLA--WE'RE IN THIS *TOGETHER!*

TRUST ME, MAN, *TRUST ME!*

KRAM!

DAREDEVIL--??

SECONDS LATER, WHEN SPIDER-MAN HAS REGAINED CONTROL OF HIMSELF...

DAREDEVIL, IF HE SHOULD SNAP AGAIN--?

HE *UNDERSTANDS* HIS SITUATION, DOC! HE'S BEEN THROUGH A *LOT* TONIGHT--BUT I THINK HE'S ALRIGHT *NOW!*

I *HOPE* SO!

DAREDEVIL-- WHICH WAY TO THE *ROOF?*

MOMENTS LATER, HIGH ABOVE PARK AVENUE...

I'VE GOT TO TREAD CAREFULLY NOW! IF I APPEAR AT ALL CONDE-SCENDING IT COULD TRIGGER ANOTHER OUTBURST!

AND, ON THE TRAIL OF A VILLAIN AS COLD-BLOODED AS THE MASKED MARAUDER, THAT COULD VERY WELL PROVE FATAL!

WELL, WHAT NOW, WEBHEAD? YOU'RE CALLING THE SHOTS!

ALL RIGHT--MY SPIDER-TRACER EMITS A RADIO SIGNAL! I MANAGED TO ATTACH ONE TO THE MARAUDER'S CAPE!

AND HOW DO WE HOME IN ON ITS SIGNAL?

I'VE GOT CERTAIN... SENSES... BEYOND THE ORDINARY WHICH CAN DETECT THE TRACER'S BEAM!

DD, THERE'S SOMETHING ELSE I WANT YOU TO KNOW--IN CASE ANYTHING HAPPENS TO ME!

I--I HID MY FACE FROM YOU IN THE DOC'S OFFICE! BUT NOW--!

SPIDER-MAN REACHES FOR HIS MASK... THEN HESITATES!

I--I CAN'T DO IT!

I-IF I... IF ANYTHING HAPPENS TO ME, THE NEWSPAPERS WILL IDENTIFY ME!

THWIP

THWIT THWIT

LET'S JUST GO, HUH?

WHOA! HOLD UP, WALL-CRAWLER!

YOU'RE GETTING MORBID AGAIN! SNAP OUT OF IT--

--OR YOU'RE LIABLE TO GET US BOTH KILLED!

THE MARAUDER'D HAVE A HECKUVA LAUGH IF YOU DIED WALKING OFF A ROOF!

HESITANTLY, SPIDER-MAN ACCEPTS DAREDEVIL'S ADVICE...

...AS MENTION OF THE MASKED MARAUDER REMINDS HIM THAT THERE IS FAR MORE THAN JUST HIS OWN LIFE AT STAKE!

HURRY, YOU MINDLESS MAGGOTS! WE MUST BE READY BY THE MOMENT OF TRANSMISSION!

IF YOU HADN'T CREATED THE TRI-MAN OUT OF A NEARLY IMPENE-TRABLE ALLOY...!

STILL, WE'RE ALMOST DONE!

EXCELLENT. WITH HIS DEADLY PAYLOAD SEALED IN HIS ANDROID BODY--

--MY TRI-MAN HAS BECOME THE PERFECT WEAPON WITH WHICH TO BLACKMAIL THE GOOD CITY FATHERS OF NEW YORK!

READY THE TRANS-MITTER FOR MY HISTORY-MAKING BROAD-CAST!

WHILE, UNSEEN, A SPIDER-TRACER--

--EMITS A SUB-SONIC SIGNAL DETECTED BY ITS CREATOR... THE SPECTACULAR SPIDER-MAN!

PICKING UP ANYTHING YET!

NOT YE--! WAIT!!

YES! IN THIS DIRECTION! WHERE--?

WE'RE HEADING TOWARDS MIDTOWN--NEAR SIXTH AVENUE!

CAN'T LET ON THAT MY RADAR SENSES HAVE ALSO PICKED UP ON HIS TRACER! MUSN'T UNDER-MINE HIS RE-VIVING CON-FIDENCE!

IT'S STRONGER THIS WAY, DD!

WE'VE GOT TO CROSS THE AVENUE OF THE AMERICAS, HERE! HOW ABOUT IF WE USE YOUR WEB-LINE?

FINE! CARE TO DO THE HONORS, HORNHEAD?

MY PLEASURE, WEBHEAD!

THWIPP!

THE IMPOSSIBLY THIN WEB-LINE WHISKS ACROSS THE AVENUE.

THEN, TRUSTING IN THE LINE'S PROVEN TENSILE STRENGTH, THE MAN CALLED DAREDEVIL USES IT AS A SPRINGBOARD AS HE CLEAVES THE AIR TOWARDS A DISTANT ROOFTOP --

--ONLY TO BE MET BY ONE WHOSE SPIDER-POWERED MUSCLES ENABLE HIM TO EFFORTLESSLY LEAP THE DIZZY DISTANCE.

NOT BAD, HUH-- FOR A BLIND MAN?!

NO, NOT BAD AT ALL!

AND, IN A MUTUAL DARKNESS DEEPER THAN THE NIGHT...

...TWO LONERS CONTINUE TO SEARCH TOGETHER FOR THE HIDDEN DANGER THAT LURKS IN THE SLEEPING CITY!

SOON...

WE'RE CLOSE, HORNHEAD --REAL CLOSE!

SWEEPING THE SKY-LINE WITH HIS UNCANNY RADAR SENSE...

...THE MAN WITHOUT FEAR IS INUNDATED WITH LITERALLY THOU-SANDS OF BROAD-CAST SIGNALS!

GOT TO NARROW MY FOCUS! SPIDER-MAN'S ATTUNED TO THE TRACER SIGNAL BECAUSE OF HIS SPIDER-SENSE--

--BUT I'VE GOT TO SORT IT OUT FROM AMONGST ALL THE REST!

THERE! A SKYSCRAPER --WITH POWER ONLY ON UPPER FLOORS-- CONSTRUCTION EQUIP-MENT SCATTERED AROUND THE SIDEWALK BELOW!

THAT'S THE ONE-- THAT UNFINISHED BUILDING ON 47th STREET! THE PENT-HOUSE FLOORS ARE FILLED WITH MEN AND MACHINES!

AT THIS TIME OF NIGHT, IT'S GOT TO BE THE MARAUDER AND HIS MAGGIA GOONS!

OKAY, MY JOB'S DONE! GO GET 'EM, DD!

I WOULDN'T BE MUCH USE IN A FIGHT!

DROP THE SOB-SISTER ROUTINE, FELLA!

I'VE SAID THIS BEFORE-- I'LL SAY IT AGAIN!

H-HEY--?!

KDJK

WE'RE IN THIS TOGETHER!

I ONLY HOPE WE COME OUT OF IT THAT WAY!

WHILE, IN THE **PENTHOUSE** ON 47th STREET...

GOOD EVENING, MR. MAYOR -- I AM THE MASKED MARAUDER, LEADER OF THE MAGGIA!

I--AH-- SUPPOSE YOU HAVE SOME EARTH-SHATTERING **REASON** TO CONTACT ME IN THE MIDST OF EXTREMELY SENSITIVE UNION NEGOTIATING, MARAUDER...?

FOOL! WHAT ARE MERE **LABOR DISPUTES** COMPARED WITH--

--THIS?! YOU ARE LOOKING AT MY **TRI-MAN**, MR. MAYOR.

TAP TAP

TRI AS IN **THREE BEINGS** IN **ONE!**

IN HIS HUMANOID AND BIRD **FORMS** HE SUCCESSFULLY PLUNDERED THE **CITICORP CENTER** YESTERDAY EVENING OBTAINING THE **CASH** I NEEDED--

--TO PURCHASE THE **BRAIN-POWER** OF A FAMOUS **NU-CLEAR PHYCISIST** CURRENTLY LIVING... **ABROAD!**

AND, WITH HIS ASSISTANCE, A **WARHEAD** WAS IMPLANTED IN MY CREATION--

--ARMED WITH A PAYLOAD OF **PLUTONIUM** WHICH MY MEN HIJACKED LAST WEEK IN NEW JERSEY! *

*SEE PPTSS #24 -- JO.

THUS, IN ITS **THIRD INCAR-NATION**, MY TRI-MAN HAS BECOME...

...**A BOMBDROID!** CAPABLE OF LEVELLING THE **FINANCIAL CAPITOL OF THE WORLD** IN ONE SEARING **ATOMIC EXPLOSION** WHICH WILL MAKE HIROSHIMA AND NAGASAKI **PALE** BY COMPARISON!

AND **ALL** I ASK IS TO **PREVENT** IT-- IS THAT **NEW YORK** BE TURNED OVER TO THE **MAGGIA**... **IMMEDIATELY!**

BUT, EVEN AS THE MAYOR GASPS IN HOOROR...

THAT'S WHAT I LIKE ABOUT YOU, MARAUDER -- YOU AIM FOR THE SKIES!

SKRASH!

CHOK!

DAREDEVIL?! HERE?!!

SURE! DID YOU EXPECT ME TO STAY AWAY ONCE I LEARNED FROM SPIDER-MAN--

KTANG

--THAT YOU WERE UP TO YOUR OLD TRICKS?

KLUGGGGGG

WHUNFF!

I'M SHOCKED! WE KNOW EACH OTHER BETTER THAN THAT!

TOO WELL, YOU CRIMSON CRETIN! IT WILL GIVE ME GREAT PLEASURE TO DESTROY YOU--

--IN THE SAME IN-STANT THAT I CREMATE THE CITY OF NEW YORK!

VROOSH!

YOU MADMAN! LAUNCH THE TRI-MAN AND YOU DOOM YOURSELF AS WELL!

NO CHANCE, HERO! THE BOSS HAS AN ESCAPE ROUTE ALL SET! A TELEPORTER!

AND HIS PLANS DON'T CALL FOR AN *EXTRA PASSENGER!*

GOOD GOD! THE MARAUDER'S JUST *INSANE* ENOUGH TO PULL THIS *OFF!*

WROOSHH!

I'VE GOT TO *STOP* HIM--BUT THE *BOMB-DROID* IS ALREADY ROCKETING TOWARDS ME!

BUT, IF I CAN'T SHAKE THESE *GOONS* IN TIME...?

VROOSHHH!

SPIDER-MAN! ON THE *WINDOW* OUTSIDE! HE'S OUR *ONLY* CHANCE!

SPIDER-SENSE TING-LING! SOMETHING'S ABOUT TO *HAPPEN!* BUT--?

AND HEAVEN *HELP* US-- HE STILL CAN'T *SEE!!*

KRASH!

OBOY!

HIGH OVER A DOOMED CITY, SPIDER-MAN BEGINS A SLOW SPIRALLING FALL TO HIS DEATH!

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ASHES TO ASHES!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

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HIGH ABOVE NEW YORK, A SIGHTLESS SPIDER-MAN BEGINS A SLOW SPIRALLING FALL TO HIS DEATH--

KRASH!

VROOARRR

OBOY!!

--WHILE THE MASKED MARAUDER'S BOMBDROID CARRIES ITS PLUTONIUM PAYLOAD OVER THE DOOMED CITY!

DAREDEVIL MUST NOT'VE BEEN ABLE TO STOP THE MARAUDER FROM LAUNCHING THE BIRDROID! I DON'T KNOW THE GAME PLAN--

--BUT I'M BETTING IT'S IMPORTANT THAT METAL MENACE BE STOPPED!

AND BLIND OR NOT--STOP IT I WILL!

ALSO FEATURING: THE CADAVEROUS CARRION!!

ASHES TO ASHES!

LG285

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AND...

A COMBINATION OF GOOD HEARING AND SPIDER-SENSE GUIDED MY SHOT!

VROOSH!

--BUT IT'S TAKING ME WITH IT!

I'VE SNAGGED THE BIRDROID--

MEANWHILE, IN THE 47th STREET PENT-HOUSE OF THE MASKED MARAUDER...

I'VE GOT MY HANDS FULL WITH THESE MAGGIA GOONS!

I CAN'T HELP SPIDER-MAN--

--OR REACH THE MARAUDER TO FORCE HIM TO DEACTIVATE HIS BOMBDROID--

TAK

TAK

TIK

FIGHT ON, DAREDEVIL --NOT THAT IT MATTERS! IF THE MAYOR DOES NOT CONCEDE TOTAL CON-TROL OF NEW YORK TO THE MAGGIA--

--MY BOMBDROID WILL BLOW THE BIG APPLE OFF THE MAP!

AND IN THE MAYORS OFFICE...

THE MARAUDER CAN TELE-PORT HIMSELF TO SAFETY-- BUT WHAT DO WE DO ABOUT 8 MILLION NEW YORKERS, MR. MAYOR??

DAREDEVIL'S BEING HELD AT BAY!

I...I DON'T KNOW--

"--B-BUT IF DAREDEVIL FAILS TO STOP HIM--THAT QUESTION MIGHT WELL BECOME ACADEMIC."

THE MAGGIA GOONS ARE BREAKING AWAY FROM ME!

MY RADAR SENSE REVEALS THEM RE-GROUPING AT THE MARAUDER'S SIGNAL!

-- INTO A FIRING SQUAD!

FINISH HIM! OBTAIN FOR ME MY LONG-SOUGHT REVENGE!

WITH PLEASURE, BOSS-- IF IT'LL GET US OUT OF HERE FASTER!

GOT TO TIME THIS PERFECTLY -- CATCH THEM BY SURPRISE-- GET THEM TO FOLLOW MY LEAP--

-- SO THAT THEY RAKE THE WALL BEHIND ME WITH THEIR RIFLE-FIRE!

SPTANG!

SPAK!

SPAK!

SPRAK!

SO THAT IT'S ALMOST IMPOSSIBLE FOR THEM TO MISS--

--THE CONDUIT BOX WHICH CONTROLS THE PENTHOUSE'S LIGHTS!

FZZZZZTT

THE ENTIRE FLOOR IS INSTANTANEOUSLY PLUNGED INTO UTTER DARKNESS!

ENVELOPED IN SHADOW, GUIDED BY HIS UNCANNY RADAR SENSES, THE SIGHTLESS MAN WITHOUT FEAR IS RIGHT AT HOME IN THE ELEMENT HE KNOWS BEST!

WHOK

CHUDD

NGG

KLUGG

THAT'S THE LAST OF YOUR FLUNKIES, MARAUDER...

DAREDEVIL'S MASK MUST BE EQUIPPED--AS MINE IS--WITH INFRARED LENSES, ENABLING HIM TO SEE IN THE DARK! BUT IF HE THINKS ME BLIND... HELPLESS... AT HIS MERCY--

--HOW LITTLE HE HAS LEARNED OF MY POWER OVER THE YEARS!

SHKROW!

YEEAGGHH!!

THE IMPACT OF MY EYE-BLASTS IS PHYSICAL AS WELL AS OPTICAL, YOU COSTUMED CRETIN!

WHILE, HEADING NORTHWARD THROUGH THE NIGHT--ENSHROUDED SKIES ABOVE SIXTH AVENUE...

DON'T KNOW HOW HIGH UP WE ARE! I'VE GOT TO REEL MYSELF IN--

--BEFORE THE BIRDROID SCRAPES ME OFF AGAINST A SKYSCRAPER.

AND, ONCE ABOARD THE BIRDROID'S GLEAMING BACK...

GOT TO USE MY SPIDER-SENSE AS I'VE NEVER USED IT BEFORE--

--TO DETECT THE BIRDROID'S POWER SOURCE!

HIS REMAINING SENSES STRAINING TO THE UTMOST, SPIDER-MAN DISCOVERS MORE THAN HE'D BARGAINED FOR!

TIK TIK TIK

G-LORD--THE BIRDROID'S TICKING!! IT--IT'S A BOMB!

AN H-BOMB TO BE EXACT!

WHILE...

MARAUDER-- IN THE NAME OF HUMANITY ...STOP YOUR BOMBDROID!

WHY, DAREDEVIL? WHAT'S HUMANITY EVER DONE FOR ME?!

SPAK

GOT TO KEEP HIM OCCUPIED --MAKE HIM THINK HIS OPTI-BLASTS HAVE BLINDED ME--

--WHILE I BOUNCE MY BILLY CLUB OFF THE INSTRUMENT BANK BEHIND HIM!

STAK

TAK

YOU SHOULD BE GRATEFUL TO ME, YOU CRIMSON CLOWN!

WITH YOUR OPTIC NERVES DESTROYED--YOU WON'T EVEN WITNESS YOUR OWN DEMISE!

TRAKAM!

AAAGGHHH!

IT WORKED--HE DROPPED THE BOMB-DROID'S CONTROL BOX! NOW TO--!

UNGGH!

SMOK!

--AND HE MEANS TO MAKE THE MOST OF IT!

C-CARELESS, DD--YOU LET THE MARAUDER CATCH YOU OFF GUARD--

YOU INTERFERING, INSUFFERABLE IDIOT!

KRAM

WHUNFF!

I'VE BORNE THE FINAL INDIGNITY FROM YOU, DAREDEVIL!

ONCE I PRESS THIS BUTTON--THE BOMBDROID WILL BE ARMED AND SET TO EXPLODE UPON IMPACT!

NOTHING CAN STOP IT-- NOTHING!

FARNUM... DON'T BE A FOOL--!

BEEP BEEP BEEP

BUT THE MARAUDER MERELY LAUGHS SHRILLY--

--AS HIS MOMENT OF MAD TRIUMPH COMES EVER CLOSER!

EEEEEEEEEEEEEEEE

THE BIRDROID'S DOING A NOSEDIVE!

VRRE

I'VE GOT TO HANG ON--

--AND GET TO THE POWER SOURCE--

--BEFORE THE INEVITABLE HAPPENS!

SKRIIK

SPIDER-MAN'S INCREDIBLY STRONG FINGERS CLAW AT UNYIELDING METAL, UNTIL...

YAH-HOO! THAT DID SOMETHING!!

EEEEEEEEEEEEEEEE

SKRAAK

SOMETHING? FAR MORE THAN OUR EMBATTLED HERO CAN EVEN GUESS!

SKRAK

EH--?!

T-THE CONTROLS H-HAVE GONE... DEAD! B-BUT-- THAT'S IMPOSSIBLE!

NO, FARNUM, IT MEANS A MAN YOU BLINDED HAS JUST PERFORMED AN ACT OF INCREDIBLE HEROISM!

SHTPOW!

AND IF HE DIES STOPPING YOUR INSANE SCHEME--

--I SWEAR TO YOU-- I'LL SEE THAT YOU JOIN HIM!

HIS EVERY SENSE SCREAMING ANGUISH, DAREDEVIL RADAR-SCANS THE MANHATTAN SKYLINE...

THERE-- SOMETHING FLYING ERRATICALLY TOWARD CENTRAL PARK!

IT MUST BE THE BOMBDROID-- AND IT'S LOSING ALTITUDE--FAST!!

LORD-- I'VE NOT ONLY DEFUSED THE *WARHEAD* ON THIS BOLTED BUZZARD... I'VE CUT ITS *FLIGHT CONTROL*, TOO!

ARMED OR NOT, IT'LL STILL WREAK INCREDIBLE *HAVOC* IF IT CRASH-LANDS IN *MANHATTAN!* I-I'VE GOT TO DO... *SOMETHING--!*

BUT *WHAT??* I C-CAN'T *SEE*-- DON'T KNOW HOW *CLOSE* I AM TO THE *STREET--!*

OMIGOSH-- *SCREAMS!* WE'RE *LOWER* THAN I THOUGHT!

SPIDER-MAN IS TRYIN' TO *KILL* US ALL--!!

HE'S *INSANE!!*

N-NO-- I THINK HE'S TRYING TO *SAVE* US!

AAIIEEEEEEEEEE

IT'S NICE TO KNOW *SOME* PEOPLE IN THIS TOWN ARE *MORE PERCEPTIVE* THAN J. JONAH.

AFTER ALL, IF I *WAS* THE VILLAIN JOLLY JONAH PAINTS ME--I COULD HAVE LET THIS THING *CRASH--*

--INSTEAD OF FINDING A WAY TO *PULL UP* AT THE LAST MINUTE! I-I DON'T KNOW *HOW* I DID IT-- BUT IT'S ALMOST AS IF MY *SPIDER-SENSE* HAS BEEN SOMEHOW *HEIGHTENED* SINCE MY BLINDNESS!

I-I SEEM TO BE ABLE TO "*SEE*" DANGER --INSTEAD OF JUST *SENSE* IT!

THUS, THROUGH A MYSTERIOUS TWIST OF FATE, SPIDER-MAN HAS DISCOVERED A SECRET OF SIGHT-LESSNESS ALSO KNOWN TO THE MAN CALLED... DAREDEVIL!

BUT WHETHER HE WILL LIVE TO MAKE USE OF HIS DISCOVERY REMAINS TO BE SEEN!

I SEEM TO SENSE A FLAT EXPANSE--EMPTY --NO BUILDINGS AROUND!

FWUMP!

I-I'VE GLIDED THE BOMBDROID IN LOW--SLOWED IT DOWN!

B-BUT--WHAT IF I'M WRONG?!?

KA-WOOM!

U-UNGHH!

MOMENTS LATER, AS OUR SIGHTLESS WEB-SLINGER SCRAPES HIMSELF UP OFF ROUGH COBBLESTONES...

T-THE SMELL OF TREES... GRASS-- THINGS I NEVER SEEMED TO NOTICE BEFORE! TH-THAT MEANS I DID IT! I DOWNED THE BOMBDROID IN CENTRAL PARK!

THE DANGER IS PAST!!

FREEZE, WALL-CRAWLER!

FANTASTIC! I CAN ALMOST PIN-POINT THEIR POSITIONS-- FROM THEIR HEARTBEATS!

IT'S LIKE HAVING A T.V. COP SHOW TRANSLATED INTO BRAILLE!

HEY...I BET I'M THE WORLD'S FIRST *SIGHTLESS SUPERHERO!*

NO *SUDDEN MOVES*, WEB--SLINGER...

A BILLY CLUB? THAT MUST MEAN--!

NOT QUITE, WALL-CRAWLER!

CHOK!

GILROY --LOOK OUT!

THAT *DAREDEVIL* IS HERE! PLEASE HOLSTER YOUR *GUNS* AND BACK AWAY FROM *SPIDER-MAN*, OFFICERS!

I'M TAKING HIM *OUT* OF *HERE!*

BUT WE GOT REPORTS HE WAS *TERRORIZING* MIDTOWN--!

I DON'T HAVE THE TIME OR THE INCLINATION TO *ARGUE!* WAIT TILL YOU *HEAR* FROM YOUR SUPERIORS! THEY'RE PROBABLY TRYING TO *CONTACT* YOU NOW--

--WITH *ORDERS* TO CONVERGE ON A WEST 47th STREET PENTHOUSE... *ARREST* THE DEFEATED DREGS OF THE MASKED MARAUDER'S *MAGGIA!*

STUNNED, THE DISBELIEVING COPS RUSH TO THEIR PATROL CARS--AND DAREDEVIL'S MESSAGE IS AFFIRMED!

IT'S *OVER*, WEB-SLINGER! WE'VE *WON!*

BURSTING WITH THE NEWS OF HIS ENHANCED SENSES, SPIDER-MAN REACHES OUT--

--AND SUDDENLY REALIZES THAT HE SEES DAREDEVIL'S PRO-FERRED HAND!

WEB-SLINGER--?

SPIDER-MAN'S EYESIGHT IS RE-TURNING--

--AND HIS MEMORY OF AN ALTERNATE MODE OF "SIGHT" FADES IN THE SURGING EXCITEMENT OF RECOVERY!

DO--I-I CAN SEE AGAIN!!

THAT'S GREAT, FELLA! C'MON--WE BOTH NEED A REST!

BUT THE DAILY BUGLE SAY'S HE'S A MURDERER--!

AND THE CAPTAIN SAYS HE'S A HERO! --WHO ARE YOU GONNA BELIEVE?

TAKING NO CHANCES ON A RELAPSE, AN EXHAUSTED SPIDER-MAN SPENDS THE NIGHT ON A COUCH IN THE STOREFRONT LEGAL OFFICE OF NELSON AND MURDOCK! THE NIGHT PASSES, TAKING WITH IT THE MENACE OF THE MAGGIA! AND, WITH THE COMING OF THE NEW DAY--

--DETECTIVE JIMMY D'ANGELO FINDS HIMSELF CONDUCTING A MORE-THAN-ROUTINE MISSING PERSONS INVESTIGATION...

...IN THE RAVAGED CHELSEA APARTMENT OF PETER PARKER!

FLASH, I CAME AS SOON AS I--OH MY GOD!!

EASY MJ--IT ONLY LOOKS BAD!

YEH, A LOT OF STUFF THROWN ABOUT--FURNITURE OVERTURNED--BUT NUTHIN' DESTROYED OR STOLEN AS FAR AS WE CAN TELL.

B-BUT--PETER? WHERE'S PETER ??!!

THE DEAD WALK PARKER

THAT'S WHAT WE'RE HOPING YOU AND YOUR FRIENDS COULD TELL US, MISS.

DON'T LOOK LIKE WHOEVER DONE THIS KNEW EITHER--ELSE WHY DID HE LEAVE A CALLING CARD?

MJ--HAVEN'T YOU SEEN PETE?

N-NOT REALLY--NOT SINCE WE BROKE UP, FLASH!

BUT WHO COULD HATE PETER ENOUGH TO DO... THIS??

AND, TWO STORIES ABOVE A NARROW ALLEYWAY JUST OUTSIDE THE APARTMENT WINDOW...

THAT WAS MY SECOND QUESTION, MJ--RIGHT AFTER: "WHAT ARE YOU ALL DOING HERE?"

THE COPS ARE'NT GIVING OUT ANY ANSWERS WHILE THEY WAIT FOR PETER PARKER TO SHOW UP!

THWIP

WELL, I WON'T DISAPPOINT THEM--

--ONCE I GET DRESSED, THAT IS!

FWIP!

YES'M.

AN' LIKE I TOLD THE LIEUTENANT, THE WHOLE PLACE STUNK--JUST LIKE BRIMSTONE!

I WONDER WHEN THIS HAPPENED! I WAS BLIND FOR TWO DAYS--TOTALLY INCOMMUNICADO!

BUT THE JACKPOT QUESTION IS: DOES MY MYSTERIOUS HOUSE-BREAKER HAVE SOMETHING AGAINST PETER PARKER--

--OR DOES HE SUSPECT I'M SPIDER-MAN??

AND THAT IS A POSSIBILITY I AM DEFINITELY NOT PREPARED TO DEAL WITH AT THE MOMENT!

I'LL STASH MY SPIDEY-SUIT OUT HERE! GIVEN THE FREQUENCY OF GARBAGE COLLECTION IN THIS NEIGHBORHOOD--IT SHOULD BE SAFE FOR QUITE AWHILE!

SECONDS LATER...

HEY--WHAT GIVES? NOT ANOTHER SURPRISE DISCO PARTY, I HOPE!

PETEY--?

YOU REALLY OKAY, PETE?

HE WILL BE--WHEN MARY JANE LETS HIM UP FOR AIR!

HUH? WHOA! HOLD IT MJ--SLOW DOWN!

OH, TIGER --WE WERE SO WORRIED!

NOW LET'S HOPE I PLAY THIS NEXT PART CONVINCINGLY!

I DON'T GET IT! THERE ARE COPS ALL OVER--! HOLY SMOKES!

WHO TRASHED MY APART-MENT??!

SOMEONE WHO WOULD'VE PREFERRED TRASH-ING YOU, PARKER!

YOU'RE A NEWPAPER PHOTOGRAPHER--JOURNALISTS MAKE ENEMIES! YOU START THINKIN', SON--WE'LL START QUESTIONING!

BUT THE INTERROGATION PROVES FRUITLESS, AND FINALLY THE DISSATISIFIED POLICE DEPART!

SO YOU'VE BEEN IN THE COLLEGE INFIRMARY FOR THE PAST TWO DAYS, TIGER?

UH--RIGHT! I HURT MY EYES IN A CHEM LAB EXPERI-MENT!

POOR PETER--WHY DON'T YOU LET ME TAKE CARE OF YOU TONIGHT?

BETTY--I THINK WHAT THE MAN NEEDS IS REST... NOT RECREATION! YOU CAN CRASH AT MY PLACE, PETE!

I-I GUESS I CAN'T STAY HERE. THANKS, HECTOR.

DE NADA, AMIGO. MEET YOU AFTER MY LAST CLASS--

"--TONIGHT... AT THE CAMPUS LIBRARY!"

HECTOR GAVE ME AN OUT! WHOEVER RAVAGED MY APARTMENT MIGHT TRACE ME TO A FRIEND'S HOME! I COULDN'T RISK INVOLVING THE OTHERS--BUT HECTOR'S THE WHITE TIGER!* HE CAN TAKE CARE OF HIMSELF!

BUT WHO IS MY MYSTERIOUS HOUSEBREAKER? WAS HE AFTER PETER PARKER, LIKE D'ANGELO SAID?

OR HAS SOME MADMAN DISCOVERED MY SECRET IDENTITY??

*SEE PPTSS#20--AL

MADMAN? THAT COULD FIT HARRY OSBORNE--AS THE GREEN GOBLIN, HE KNOWS I'M SPIDER-MAN!

BUT HARRY'S BEEN NORMAL SINCE OUR LAST BATTLE!* HUH? MY SPIDER-SENSE TINGLING??

*AMAZING SPIDER-MAN #180--AL

IT'S REGISTERING DANGER--INSIDE THE LIBRARY!

OMIGOSH--HECTOR! HE'S IN THERE WAITING FOR ME!

SECURITY GUARD--OUT COLD! LOOKS LIKE HE FELL THE ENTIRE FLIGHT OF STAIRS!

OR HE WAS PUSHED! LORD WHAT IF HECTOR DIDN'T HAVE A CHANCE TO TO BECOME THE TIGER!

WHAT IF SOMEONE KNEW HE'D BE MEETING ME HERE?

WHAT BETTER WAY TO LAY A TRAP FOR PETER PARKER THAN TO BAIT IT WITH ONE OF HIS FRIENDS!

HECTOR!

UNCONSCIOUS, OR--NO! HE'S BREATHING! AND THAT INSCRIPTION WRITTEN IN RED DUST ACROSS HIS CHEST--

JUST LIKE THE ONE ON MY APARTMENT WALL!

UH-OH! DANGER --BEHIND ME!

PERHAPS IT'S EXHAUSTION--OR THE SHOCK OF FINDING HECTOR'S UNCONSCIOUS BODY--BUT PETER PARKER'S VAUNTED SPIDER SENSE REACTS JUST A FRACTION OF A SECOND TOO LATE!

DIE PARKER! DIE, MURDERER!!

SLAM

COULDN'T AVOID HIS BLOW--HE'S SMASHED HECTOR AND ME OFF THE BALCONY! WE'RE FALLING DOWN INTO THE MAIN READING ROOM!

DON'T MAKE THIS TOO EASY FOR ME, PARKER.

USE YOUR CURSED SPIDER-AGILITY! SAVE YOURSELF!

BLAST IT! I WAS GOING TO PLAY POSSUM ALONGSIDE HECTOR--SEE WHAT WOULD HAPPEN...

BUT THERE'S NO POINT! I DON'T UNDERSTAND WHO HE IS--OR WHAT HE'S AFTER--

--BUT HE KNOWS I'M SPIDER-MAN! HE KNOWS!

YOU RECOVER QUICKLY, PARKER--YOU ARE FASTER THAN I REMEMBERED!

REMEMBERED? UGLY--I DON'T THINK WE'VE EVER MET!

AND I WISH IT HAD STAYED THAT WAY!

THERE'S SOMETHING DANGEROUS ABOUT HIS HANDS --THE WAY HE KEEPS TRYING TO TOUCH ME! GOT TO AVOID--

SKRASH!

SWEET MERCY--?!

HOLY GILLIS--EMPIRE STATE UNIVERSITY ART FRESHMAN HAS COME TO APOLOGIZE FOR THE COLD-SHOULDER SHE'S GIVEN HECTOR AYALA THESE PAST FEW WEEKS. BUT SHE DIDN'T EXPECT... THIS!

AND INSIDE THE CAMPUS LIBRARY...

SINCE YOU KNOW WHO I AM, IT SEEMS SILLY TO GO ON PULLING MY PUNCHES!

YOUR SPIDER STRENGTH IS USELESS AGAINST ME, PARKER!

FOR I COMMAND ABSOLUTE DOMINION OVER ALL THAT LIVES--OR ONCE LIVED! ALL ORGANIC MATTER TURNS TO ASH AT MY TOUCH!

TO DUST!

AS IF TO PROVE CARRION'S CLAIM--THE OAKEN TABLE... CRUMBLES

BUT YOUR DEMISE WILL NOT COME SO EASILY! I WISH YOU TO SUFFER--

--FOR ALL THE MONTHS I HAVE SUFFERED BECAUSE OF YOU!

THERE MUST BE A FULL MOON TONIGHT-- THIS JOKER'S A CERTIFIED LOONY! STILL, I'VE GOT TO FIGHT BACK, OR--!

BUT, AT THAT MOMENT, ON THE BALCONY ABOVE...

HECTOR? IT'S ME--HOLLY! WHY DON'T YOU ANSWER ME??

FIRST THAT GUARD ON THE STAIRS-- N-NOW SOUNDS OF FIGHTING! I'VE GOT TO FIND THE...

LIGHTS! AGGHH-- MY EYES!

PAIN STABS SEARINGLY INTO PETER'S BRAIN THROUGH STILL SENSITIVE OPTIC NERVES! HE IS BLIND AGAIN, ALBEIT MOMENTARILY--

--BUT LONG ENOUGH FOR CARRION TO GET A STRANGLEHOLD UPON OUR HERO'S THROAT!

GG-GGKK!

SOON YOU WILL WISH I HAD OBLITERATED YOU--REDUCED YOU TO DUST AS I DID THAT TABLE! BUT I WISH TO PROLONG YOUR AGONY, PARKER--UNTIL YOU HAVE PAID FOR YOUR HEINOUS CRIMES!

OH MY GOD-- WHOEVER YOU ARE... STOP IT! YOU'RE KILLING HIM!!

NO, NOT YET--THOUGH THE DEATH PENALTY IS THE PROPER PUNISHMENT FOR MURDERERS! PARKER HAS KILLED--BUT NO COURT SHALL JUDGE HIM!

FOR VENGEANCE BELONGS TO CARRION!

NEXT

DUST TO DUST!

STILL ONLY 35¢

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

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MARVEL'S TV SENSATION!

...DUST TO DUST!

Pollard / Wheeler

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!™

BILL MANTLO / WRITER | JIM MOONEY / ARTIST | F. SPRINGER / INKER | A.L. MILGROM / EDITOR | I. WATANABE / LETTERER | BEN SEAN / COLORIST | JIM SHOOTER / EDITOR-IN-CHIEF

YOU SHALL PAY FOR YOUR HEINOUS **CRIMES**, PARKER--BUT NO **COURT** SHALL SENTENCE YOU!

FOR VENGEANCE IS CARRION'S!!

GG-GGKK!

C-CARRION MAY BE A CERTIFIED MENTAL CASE--B-BUT HE KNOWS THAT PETER PARKER IS **SPIDER-MAN**--

--A-AND DESPITE MY **SPIDER-STRENGTH**-- HE'S **KILLING** ME!

HOLLY GILLIS'S **SCREAM** ECHOES EERILY THROUGH THE EMPIRE STATE UNIVERSITY LIBRARY! **HECTOR AYALA**-- HER BOYFRIEND -- LIES SEEMINGLY **LIFELESS** ON THE FLOOR...

...AND THE CRIMSON LEGEND SCRAWLED ACROSS HIS CHEST HAS SHIFTED FROM **"ASHES TO ASHES"** TO--

DUST TO DUST

I--I DON'T KNOW **WHY** CARRION WANTS ME **DEAD**--

--OR HOW HE DISCOVERED MY **SECRET IDENTITY**--

--BUT **NEITHER** WILL **MATTER**, UNLESS I BREAK HIS **STRANGLEHOLD** ON MY THROAT!

FWAP!

I--I DID IT!!

CLEVER, PARKER--BUT I SENSE THAT WAS YOUR **BEST EFFORT!**

HE--HE'S RIGHT! I'M STILL **EXHAUSTED** FROM MY BATTLE WITH THE **MAGGIA!***

MY **EYES** HAVEN'T FULLY RECOVERED FROM THE MASKED MARAUDER'S **OPTI-BLAST**--AND I STILL CAN'T PUT MY FULL WEIGHT ON MY **SPRAINED ANKLE!**

* SEE PPTS6 #'S25-27 --AL.

I'M A **MESS**--AND CARRION KNOWS IT...IN FACT HE SEEMS TO KNOW **EVERYTHING** ABOUT ME--THAT I'M **SPIDER-MAN**--WHERE I **LIVE**--WHO MY **FRIENDS** ARE!

BUT **HOW** DOES HE KNOW? **WHO IS HE?**

YOU **BACK OFF** WARILY, PARKER. HAVE YOU SO SOON REALIZED THE **FUTILITY** OF FIGHTING ME?! THERE'S SOMETHING ASKEW HERE.

HECTOR? OH, LORD--WHAT'S HE **DONE** TO YOU?!

TO BE CONTINUED

SPEAK TO ME-- **PLEASE!** YOU--YOU CAN'T BE **DEAD**... NOT BEFORE I TELL YOU HOW MUCH I--I **CARE** FOR YOU!

I--I KNOW NOW YOU COULDN'T **HELP** BEING THE **WHITE TIGER!*** I WAS **WRONG** TO BLAME YOU FOR IT!

*AS REVEALED IN PETER PARKER #20--AL.

LORD--CARRION'S **HEARD** HER! HE'S **TURNING** ON THEM!

HOLLY--GRAB **HECTOR** AND DRAG HIM **OUT** OF HERE!

DO IT, LADY-- **NOW!!**

B-BUT, CAN'T YOU **SEE,** PETE? HECTOR'S **DEAD!!**

NO! HE'S ONLY **UNCONSCIOUS**-- BUT HOLLY'S IN A STATE OF **SHOCK!** I'VE GOT TO SNAP HER **OUT** OF IT BEFORE...

AH, I'D FORGOTTEN YOUR **FRIENDS,** PARKER! **I** HAD FRIENDS, TOO--**ONCE**... BEFORE YOU **MURDERED** THEM!

PERHAPS IT WOULD **SWEETEN** MY REVENGE TO DEPRIVE YOU OF THOSE YOU **CARE** FOR. STARTING WITH THIS **GIRL** HERE--!

N-NO! I'VE DONE **NOTHING** TO YOU!

KEEP AWAY FROM ME!!

YOU **SHRINK** FROM MY TOUCH, GIRL? YOU SENSE ITS POWER OF **DESTRUCTION** OVER ALL THAT **LIVES?**

KEEP YOUR FILTHY HANDS OFF HER, CARRION!

P-PETE--?!

CARRION HASN'T SPILLED MY ***SECRET*** IN FRONT OF HOLLY YET--MAYBE I CAN ***USE*** THAT TO GET HER ***OUT*** OF HERE!

HOLLY--I'M NO ***HERO***... BUT I CAN HOLD CARRION OFF TILL YOU CALL ***CAMPUS SECURITY!***

AL-ALRIGHT, PETE-- B-BUT PLEASE BE ***CAREFUL!***

REMEMBER-- HECTOR'S THE ***WHITE TIGER***... AND IT DIDN'T ***HELP***--NOT AT ALL!

SURE--'CAUSE HECTOR WAS EXPECTING ***ME*** TO SHOW UP...NOT A ***HOMICIDAL MANIAC*** WITH INCREDIBLE POWERS!

THEY'RE ***GONE!*** NOW I CAN CONCENTRATE SOLELY ON--

--***CARRION?!***

DON'T LOOK SO ***SURPRISED***, PARKER--MY ***NATURE*** IS SUCH THAT THE VERY ***AIR*** REPELS ME AWAY FROM IT... A RATHER MACABRE FORM OF ***LEVITATION!***

CONVERSELY--I CAN ALSO **REPEL MATTER** AWAY FROM ME...TOWARD WHOMSOEVER I CHOOSE!

FRUMP!

B-BOOKCASES--BOOKS-- EVERYTHING'S LAUNCHING ITSELF AT ME... LIKE SOME **INSANE NIGHTMARE!**

THIS IS JUST A **TASTE** OF MY POWERS, PARKER--A **PRELUDE** OF THINGS TO COME!

KRAK!

=UNGHH=

WHEN I AM **DONE** WITH YOU, YOU WILL **BEG** FOR THE RE-LEASE OF **DEATH!**

BUT I KNOW **YOU**, PARKER-- YOUR **HOPES, DREAMS**...YOUR **LOVES!** I, TOO, ONCE **LOVED**--

--UNTIL YOU **KILLED** THAT AND EVERYTHING **ELSE** IN ME!

EMBRACE THE **RED DEATH,** PARKER!

POOF!

YOU WILL **SUFFER** AS I HAVE SUFFERED --AND YOU WILL KNOW THE **ANGUISH** OF THE **DAMNED!**

I CAN'T MAKE ANY **SENSE** OUT OF THIS--AND CARRION'S REACHING FOR SOME-THING IN HIS **POUCH!**

AAGHH! M-MY FACE!!

B-BUT **WHY?** I DON'T EVEN **KNOW** WHO YOU ARE?!

I'M NOT GONNA JUST **SIT** HERE AND **WAIT** TO SEE WHAT--!

THIS TIME ITS TOUCH WILL MERELY BE PAINFUL-- NOT FATAL!

BUT WE WILL MEET AGAIN, PARKER...

"...WE WILL MEET AGAIN!!

H-HE'S GONE-- AND I CAN'T STOP MY LEAP!

SKRASH!

WHILE, ON THE MAIN FLOOR...

TH-THAT SOUND--OF BREAKING GLASS!

WHAT'S THAT MAD-MAN DOING TO PETER?!

H-HOLLY? YOU... HERE?

AND PETE'S UP-STAIRS WITH WHOEVER AMBUSHED ME?!

¡HOYE! IT IS TIME FOR FOR HECTOR AYALA TO STEP ASIDE--

--AND FOR THE WHITE TIGER TO TAKE HIS PLACE!!

ALTHOUGH HOLLY GILLIS HAS SEEN THIS TRANSFORMATION BEFORE, SHE WILL NEVER GET USED TO IT...

H-HECTOR--?

...NOT AS LONG AS SHE LIVES!

WHILE, OUTSIDE...

F-FALLING FAST-- CAN'T GRIP THE WALL WITH MY SHOES ON!

I-- I'M GONNA HIT... HARD!!

SKRAM!

SECONDS LATER...

AMIGO--?

H-HECTOR? I--I'M ALRIGHT-- THE **BUSHES** BROKE MY FALL! JUST HAD THE **WIND** KNOCKED OUT OF ME!

HECTOR! IS **HE**--??

MIRACULOUSLY--HE IS **ALIVE,** AMIGA! BUT YOUR **ATTACKER**--?

GONE! HE RAVED ABOUT THINGS I DIDN'T UNDERSTAND, **KICKED** ME AROUND--

--THEN THREW A **RED POWDER** IN MY FACE-- **LAUGHED** AND **VANISHED!**

¡SÍ! THAT **SAME** POWDER ROBBED ME OF **CONSCIOUSNESS** BEFORE I KNEW WHAT WAS HAPPENING!

OBVIOUSLY, THIS **CARRION** IS THE SAME ONE WHO RAVAGED YOUR **APARTMENT!*** BUT **COME,** AMIGO --YOU ARE **TIRED!**

*LAST ISH--AL.

TIRED ISN'T THE WORD, HECTOR-- I'M--

--EXHAUSTED!

THREE DAYS OF INCREDIBLE TENSION HAVE AT LAST TAKEN THEIR **TOLL** ON PETER PARKER! UNABLE TO HELP HIMSELF, HE SLUMPS FORWARD--

--AND, CHANGING BACK FROM THE **WHITE TIGER** IN A FLASH OF JADE BRILLIANCE...

...HECTOR AYALA MAKES A **DECISION!**

¡CARÁJO! PETE NEEDS A **DOCTOR** MORE THAN HE NEEDS **REST!** COME ON, HOLLY! LET'S GET HIM TO--

"--THE CAMPUS INFIRMARY!"

MORNING, PETE--LOOKS LIKE BAD LUCK IS BECOMING A HABIT WITH YOU!

EME

HI, FLASH--SHA SHAN. I GUESS HECTOR AND HOLLY TOLD YOU WHAT HAPPENED!

BUT I'M DARNED IF I CAN FIGURE IT OUT! I'VE NEVER EVEN HEARD OF THIS CARRION CHARACTER--

--YET HE BUSTS UP MY APARTMENT-- ALMOST KILLS ME-- THEN ACCUSES ME OF BEING A MURDERER!

BUT HE DOESN'T SAY WHO I'M SUPPOSED TO HAVE KILLED!

MR. PARKER-- YOU NEED REST!

I SUGGEST YOU LET THE POLICE HANDLE IT, SON-- YOUR BLOOD PRESSURE IS ALREADY WAY TOO HIGH!

THAT'S PROBABLY MY SPIDER-STRENGTH-- BUT I CAN'T VERY WELL TELL THE DOC THAT!

AND, EMERGING OUT INTO THE CHILL JANUARY WIND THAT SWEEPS THE CAMPUS...

WHAT ARE YOU GOING TO DO, PETE? THIS GUY CARRION OBVIOUSLY MEANS BUSINESS!

WHAT CAN I DO, FLASH? I DON'T EVEN KNOW WHO HE IS, OR WHY HE'S AFTER ME!

BUT I INTEND TO FIND OUT-- JUST AS SOON AS I RETRIEVE MY SPIDER-MAN COSTUME FROM THAT ALLEYWAY I DITCHED IT IN YESTERDAY!*

GOOD THING I WASN'T WEARING IT--OR THE DOCS WOULD HAVE SPOTTED IT.

*LAST ISH--AL.

YOU THINK THESE ATTACKS HAVE ANYTHING TO DO WITH YOUR NEWSPAPER WORK, PETE?

POSSIBLY, HECTOR--BUT I DON'T THINK SO!

THEN YOU DO HAVE SOME IDEA WHO CARRION MIGHT BE?!

NO... JUST A--*FEELING!* DON'T ASK ME *WHAT*--BUT THERE'S SOMETHING EERILY... *FAMILIAR* ABOUT HIM--

--SOMETHING THAT LINKS HIM TO THE *UNIVERSITY!*

YOU SHOULD TELL *DETECTIVE D'ANGELO,* PETE!

I WILL, HOLLY--WHEN I'VE GOT SOMETHING MORE *DEFINITE* TO GO ON!

CALL IF YOU NEED *HELP,* PETE!

THERE MAY NOT BE *TIME*--IF CARRION SHOULD REAPPEAR! I THINK THE *WHITE TIGER* WILL KEEP AN EYE ON *PETER!*

AND, THE MENACE OF *CARRION* MONOPOLIZING HIS THOUGHTS, PETE WANDERS DISTRACTEDLY THROUGH THE THRONGS OF *STUDENTS* REPORTING TO THEIR MORNING CLASSES.

IS CARRION SOME DERANGED *VIGILANTE*-- OUT TO GET ME BECAUSE JAMESON'S BRANDED ME A *MURDERER* IN THE PAGES OF THE *DAILY BUGLE?*

NO--THAT'S TOO *SIMPLE* AN EXPLANATION--

--AND *EVERYTHING* ABOUT THE MYSTERY OF CARRION SMACKS OF SINISTER *COMPLEXITY!* IT'S LIKE SOME GHOULISH *JIGSAW PUZZLE*--

--MISSING JUST *ONE PIECE* TO MAKE ALL THE *REST* FALL INTO PLACE!

HUH? OH-- *EXCUSE ME!*

WHY IN BLAZES DON'T YOU *WATCH* WHERE YOU'RE--?!

SAY, YOU'RE *PETER PARKER,* AREN'T YOU?

MY *FAME* PRECEDES ME-- HOW'D YOU *KNOW?*

I SAW YOUR *PICTURE* IN LAST YEAR'S *GRADUATING YEARBOOK!*

I'M *RANDY VALE*--SCIENCE UNDERGRADUATE! YOU'RE MY *STUDENT TEACHER* IN BIOPHYSICS!

IF I EVER MAKE UP MY *GYM CREDIT,* THAT IS!

BUT DON'T WORRY-- I'LL *BE THERE* FOR YOUR FIRST CLASS!

I WOULDN'T *COUNT* ON THAT, PARKER-- NOT AT *ALL!*

TURNING HIS BACK ON PETER PARKER...

SCIENCE

...UNDERGRADUATE **RANDY VALE** MOUNTS THE STAIRS OF **E.S.U.'s SCIENCE BUILDING**--

--AND PROCEEDS DOWN ITS DESERTED CORRIDORS, HIS FOOTSTEPS ECHOING ON POLISHED MARBLE FLOORS.

AB OFFICE

HE STOPS BEFORE A DOOR--

--AND, USING A **KEY** ONLY THE CAMPUS **FACULTY** SHOULD POSSESS...HE **OPENS** IT!

I'VE **MET** HIM, SIR--AS YOU **ORDERED!**

ENTRAPPING HIM WILL BE **CHILD'S PLAY!**

DO NOT **UNDER-ESTIMATE** PETER PARKER, VALE!

THERE IS FAR **MORE** TO HIM THAN I HAVE DEIGNED TO **TELL** YOU!

BUT HE WILL **DIE** JUST THE SAME!

YES, SIR--I'M SURE YOU WILL **SEE** TO THAT!

AS RANDY VALE SUPPRESSES AN INVOLUNTARY **SHUDDER**--

--OUR SCENE SHIFTS TO DOWNTOWN **CHELSEA**, WHERE WE FIND...

MORE **DOODADS** FOR PARKER'S APARTMENT, MISS WATSON?

MS. WATSON-- **MS.** MUGGINS!

HEH-HEH! THE **TIMES** THEY ARE A' CHANGIN', AIN'T THEY? GO ON UP, HONEY--THE **OTHERS** ARE WAITIN'!

SAY--IT LOOKS ALMOST **HABITABLE** AGAIN!

HARRY AND **LIZ** CAME OVER TO GIVE ME A HAND, MARY JANE--LUCKILY, NOTHING WAS **DESTROYED!***

BUT THE PLACE SURE **COULD** USE ANOTHER LAMP!

I ONLY HOPE THIS **CHEERS** PETER UP WHEN HE GETS HOME!

BREAD

*AFTER LAST ISSUE'S **BREAK-IN**--AL.

BUT PETER PARKER HAS **BEEN** AND **GONE**--RETRIEVING SOMETHING FROM A **GARBAGE CAN** ALONGSIDE HIS APARTMENT BUILDING WITHOUT EVER ENTERING HIS **HOME!**

I **COULDN'T** PUT MARY JANE OR LIZ AND HARRY IN **DANGER!**

CARRION SEEMS TO KNOW MY EVERY **MOVE!**

ALL RIGHT THEN--HE **WANTS** ME, I'LL MAKE IT **EASY** FOR HIM...BY KEEPING IN THE **OPEN!**

SINCE I DON'T EVEN KNOW WHERE TO **BEGIN** LOOKING FOR **HIM**--THE ONLY WAY TO CONFRONT HIM IS BY GIVING HIM EVERY OPPORTUNITY TO **ATTACK ME!**

BUT, UNBEKNOWNST TO OUR GRIM GRADUATE STUDENT, A PALE **GUARDIAN ANGEL** MONITORS HIS MOVEMENTS!

AND, EFFORTLESSLY LEAPING ACROSS THE CAMPUS'S ROOFTOPS, THE **WHITE TIGER** STALKS...

YOU ARE PLAYING A MOST **DANGEROUS GAME**, SEÑOR PARKER!

YOU SHOULD LEAVE **SUPER-VILLAINS** TO US **SUPERHEROES**-- AND NOT PLAY WITH **FIRE!**

BUT THE WHITE TIGER CANNOT BE FAULTED FOR KNOWING LESS OF PETER PARKER THAN THE PUBLIC KNOWS OF HIM!

FOR HIS DUAL IDENTITY IS NO MYSTERY --WHILE **SPIDER-MAN'S** IS A CLOSELY-GUARDED **SECRET!**

NOR CAN THE TIGER BE CRITICIZED FOR NOT HEARING THE **SILENTLY GLIDING FIGURE** THAT EVEN NOW **SWOOPS** IN UPON HIM--

--ON FRAGILE **WINGS** WHICH SOUNDLESSLY RIDE THE **WIND!**

AND, NOT GIFTED WITH PETER PARKER'S ABILITY TO **SENSE DANGER,** THE TIGER REMAINS **IGNORANT** OF HIS IMPENDING PERIL--

--UNTIL IT IS FAR **TOO LATE!**

EH--? A **RUSTLING** BEHIND ME--? **¡CARÁJO!**

I DON'T UNDERSTAND YOUR **SPANISH,** WHITE TIGER--

--BUT I TRUST **YOU** WILL UNDERSTAND **THIS!!**

ZAM!

PPP

-GGNNNGG-

TAKEN BY **SURPRISE,** THE TIGER **DROPS--**

--AND HIS UNKNOWN ASSAILANT **LEAVES** HIM WHERE HE LIES!

DARTER CALLING, SIR--PARKER'S **"SHADOW"** HAS BEEN ELIMI-NATED!

OUR **TARGET** IS VERY MUCH ON HIS **OWN** NOW!

BUT...

SO--THE ATTACK **BEGINS!** CARRION SENDS A LACKEY TO DETAIN **ME**--LEAV-ING PARKER **UNGUARDED** AND **DEFENSELESS!**

BUT THIS **HENCH-MAN** WILL LEARN THAT I AM FAR MORE **FORMIDABLE** THAN HE HAD BARGAINED FOR!

AND WHAT OF THE "DEFENSELESS" **PETER PARKER?**

THAT **FLASH OF LIGHT** IN CAMPUS PARK! CAN THIS BE THE **START** OF--?

CARRION!

OF COURSE! OUR GAME **RESUMES**, PARKER --WITH **DEATH** THE FINAL **VICTOR!**

AND *DEATH* IS BUT ANOTHER NAME FOR... *CARRION!*

MISTER-- YOU'RE AS *CRACKED* AS THE *LIBERTY BELL...!*

...BUT I PLAN TO WRING SOME *ANSWERS* OUT OF YOU, SO HELP ME...

DON'T YOU REALIZE YET THAT YOU CANNOT *OUTMANEUVER* THE *INEVITABLE*, PARKER? OUR DUEL IS *RIGGED*-- IN MY *FAVOR!* YOU CAN'T *WIN*--

--YOU CAN ONLY *PLAY* ACCORDING TO THE *RULES* THAT I DEVISE! NOW WHY NOT CHANGE TO THE *COSTUME* YOU WEAR BENEATH YOUR STREET CLOTHES? THE ONE YOU *RETRIEVED* FROM THAT *ALLEYWAY?*

MY ENTIRE LIFE SEEMS TO BE AN *OPEN BOOK* TO HIM! YET IF HE'S ALWAYS *WATCHING* ME --WHY DOESN'T MY *SPIDER-SENSE* ALERT ME TO IT?

IN FACT, CARRION'S THE MOST DEADLY *FOE* I'VE EVER FACED--AND MY SPIDER-SENSE ISN'T *REACTING* EVEN NOW!

BUT I CAN'T LET HIM *SHAKE ME!* THAT'S EXACTLY WHAT HE *WANTS!*

STILL, WHEN WE *LOCK HORNS* THIS TIME, HE'LL BE FACING A PETER PARKER WHO'S *RESTED*--

--AND READY FOR *ACTION* AS THE *SPECTACULAR SPIDER-MAN!*

THERE HE IS--ATOP THE *GYM BUILDING!*

RECOGNIZE IT, PARKER--THE SCENE OF YOUR *ACADEMIC FAILURE?*

YOU WOULD HAVE *GRADUATED* HAD IT NOT BEEN FOR A MISSING *GYM* CREDIT!

GYMNASIUM

CRIPES! HOW DO YOU FIGHT A VILLAIN WHO THROWS YOUR REPORT CARD AT YOU?

GONE AGAIN --WELL, WHY NOT?

GYMNASIUM

IT'S ALMOST AS IF HE'S NEVER REALLY THERE TO BEGIN WITH! HE'S MORE LIKE A GHOST THAN--!

CARELESS, PARKER!

SWOK

WHUNNFF!

AGAIN--NOT A TINGLE OUT OF MY SPIDER-SENSE! EITHER HE'S SOMEHOW DEFUSED IT--

THWIP!

--OR IT DOESN'T RECOGNIZE HIM AS A SOURCE OF DANGER!

NOW THAT'S AN INTERESTING THOUGHT!

KRASH!

COULDN'T GUIDE MY SWING --I'M CRASHING INTO THE GYM!

A FITTING FINAL RESTING PLACE, ISN'T IT, PARKER?

YOUR LIFE AND YOUR SCHOLASTIC HOPES WILL BOTH BE SMASHED HERE!

WHAT ARE YOU --A GUIDANCE COUNSELOR UNDER THAT HALLOWEEN MASK?

I AM ONE YOU **KNEW**, PARKER-- BUT I AM **NOT** WHO I WAS!

OBOY! NOW WE'RE PLAYING "WHAT'S MY LINE," RIGHT?

FOOL! THE ONLY **GAME** WE ARE PLAYING IS **REVENGE!**

REVENGE FOR WHAT YOU **STOLE** FROM ME! THE ONLY **BEAUTIFUL** THING I'D EVER KNOWN--THE ONLY THING I'D EVER **LOVED**...AND, FINALLY, MY **LIFE!**

YOUR-- AH-- **LIFE**, DID YOU SAY?

CAN YOU NOT YET GRASP THE **TRUTH**, MURDERER?

BUT, BEFORE SPIDER-MAN CAN EVEN **BEGIN** TO DECIPHER CARRION'S STRANGE **DECLARATION**...

SKRASH!!

OH--I GOT THE **TRUTH** EARLY ON, FELLA! YOU'RE AN ESCAPEE FROM A **HOME FOR THE NOT-ALL-THERE!** YOU READ JAMESON'S **ATTACKS** ON ME IN THE **BUGLE**--

--AND SOMEHOW GOT THE **POWER** TO TURN YOUR NEUROSIS INTO A ONE-MAN **SMASH SPIDER-MAN CAMPAIGN!** BUT I'VE NEVER **KILLED** ANYONE-- YOU GOT THAT?

LIAR!! YOU MURDERED THEM **BOTH**--BY **FALL** AND BY **FIRE!**

DARTER! YOU DARE--?!

MASTER, I-- I COULDN'T **HELP** IT! HE **RECOVERED**-- TOOK ME BY **SURPRISE!**

THE **WHITE TIGER**--? CARRION MUST HAVE WANTED TO MAKE SURE HE DIDN'T **INTERFERE** IN OUR FIGHT--

--BUT HIS **UNEXPECTED ENTRANCE** HAS CAUGHT CARRION OFF GUARD! THIS IS MY **CHANCE!**

C'MON **DOWN,** RAG BAGS! YOU'VE BEEN MAKING LIKE A **DELPHIC ORACLE** ALL DAY--

--BUT NOW I WANT **FACTS**--NOT FANTASY!

STARTING WITH **WHO** THE **TWO PEOPLE** ARE I'M SUPPOSED TO HAVE **MURDERED!**

NAMES? I CHARGE YOU WITH THE **DEATHS** OF THE **SWEETEST GIRL** WHO EVER LIVED--AND OF THE GENTLEST **OLD MAN** WHO EVER BEFRIENDED YOU!

W-WHO ARE YOU **TALKING** ABOUT--??

YOUR **TONE** ALREADY SUGGESTS THAT YOU HAVE **GUESSED** AT THE **TRUTH!** YES, WALL-CRAWLER--

--I ACCUSE YOU OF THE MURDER OF **GWEN STACY** AND **PROFESSOR MILES WARREN!**

OH, MY GOD...!

THE SINISTER SECRET OF CARRION REVEALED!!

THOSE WHO FORGET THE PAST...!

40¢ CC

30 MAY 02199

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

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CRIMSON DUST OF DEATH!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: **THE SPECTACULAR SPIDER-MAN!** ™

SECRET AS THE GRAVE!

IN THE EMPIRE STATE UNIVERSITY **GYMNASIUM**, THE CADAVEROUS **CARRION** HAS JUST MADE A MOST STARTLING PRONOUNCEMENT...

I CHARGE YOU, SPIDER-MAN, WITH THE COLD-BLOODED MURDER OF **GWEN STACY** AND **PROFESSOR MILES WARREN!**

OH, MY GOD -- I WAS RIGHT! YOU ARE A **PSYCHO!**

JESTING FOOL! LAUGH WHILE YOU MAY-- FOR THE MOMENT OF **RETRIBUTION** IS AT HAND!

LG115

THUS, WHILE THE **WHITE TIGER** AND CARRION'S HENCHMAN, **DARTER**, BATTLE IN THE BACK-GROUND -- THE **FINAL CON-FRONTATION** BEGINS!

BILL MANTLO WRITER | **JIM MOONEY** ARTIST | **FRANK SPRINGER** INKER | NOVAK, LETTERS | **ALLEN MILGROM** EDITOR | **JIM SHOOTER** EDITOR-IN-CHIEF

THIS IS INSANE! HOW CAN CARRION KNOW THE CIRCUMSTANCES OF PROFESSOR WARREN'S DEATH--THAT HE DIED IN A FIERY *EXPLOSION*--

--WHEN THAT WAS KNOWN ONLY TO MYSELF AND THE *CLONED* GWEN STACY!

NO ONE ELSE SHOULD EVEN SUSPECT THAT *PETER PARKER* WAS PRESENT...AS SPIDER-MAN!

MILES WARREN DIED ATTEMPTING TO AVENGE YOUR *MURDER* OF GWEN STACY, INSECT!

I'VE BEEN *CLEARED* OF THAT, RAG-BAGS!

THE WHOLE WORLD KNOWS IT WAS THE *GREEN GOBLIN* WHO MURDERED GWEN! EVERYONE ACCEPTED THAT!

EXCEPT PROFESSOR WARREN--WHO *LOVED* GWENDY. THAT'S WHY HE *CLONED* HER--AND AS THE *JACKAL*--

--USED GWEN'S CLONE TO *ENTRAP* ME! BUT HE CAME TO HIS SENSES AT THE VERY END--

--AND THE *OFFICIAL* VERSION HAS IT THAT HE DIED A *HERO!**

*AS SEEN IN *AMAZING SPIDER-MAN* #'S 147-151 --AL.

I DO NOT ACCEPT IT, WALL-CRAWLER! WITH WARREN DEAD YOURS IS THE ONLY TRUTH TO SURVIVE!

YET I KNOW HE THOUGHT YOU MIGHT TRY TO *KILL* HIM WHEN HE CONFRONTED YOU WITH YOUR CRIMES--AND HE WAS RIGHT!

I DON'T GET YOU, CARRION!

YOU KNOW THINGS--EVEN MY *SECRET IDENTITY*--THAT NO ONE SHOULD KNOW, BUT YOUR INFORMATION'S *FLAWED!*

OTHERWISE YOU'D KNOW THAT PROFESSOR WARREN WAS ALSO THE DEADLY *JACKAL!*

OF COURSE HE WAS! HE BECAME THE JACKAL TO SEEK HIS *REVENGE* ON YOU!

AGAIN CARRION'S REVEALED KNOWLEDGE OF SOMETHING *NO ONE* SHOULD BE AWARE OF!

WHICH ONLY DEEPENS THE *MYSTERY* SURROUNDING HIM! UH-OH! HE'S *LEVITATING* AFTER ME!

YOU CAN'T ESCAPE MY *DEATH-TOUCH*, PARKER!

FORGET ABOUT HELPING *SPIDER-MAN*, WHITE TIGER! YOU'VE GOT YOUR OWN PROBLEMS!

YOUR WINGED COSTUME RENDERS YOU *SWIFT*, SEÑOR DARTER-- BUT YOU CANNOT MATCH THE WHITE TIGER IN *AGILITY!*

TAKING TO THE *AIR* PUTS YOU IN MY ELEMENT, TIGER!

I DON'T THINK SO, AMIGO!

FOR NOT ONLY WILL THE COLLEGE'S PROPS SERVE TO CARRY ME *AWAY* FROM YOU--

-- BUT THEY CAN ALSO BE CONVERTED INTO QUITE AN EFFECTIVE *SNARE!*

BLAST IT! THE CRISS-CROSSING ROPES ARE SNAGGING MY *GLIDER-WINGS!*

I SHOULD NEVER HAVE FOLLOWED HIM UP INTO THE *RIGGING!*

THE ROPES ARE *PINNING* ME! CAN'T EVEN REACH MY *STUN-GUN!*

BUT IF HE THINKS I'M *HELPLESS*, HE'S CRAZY! I CAN CUT MY WAY LOOSE WITH THESE *FINGER-TIP LASERS* CARRION HAD ME BUILD INTO THIS COSTUME!

BUT WHILE **DARTER** FREES HIMSELF...

YOU CANNOT RUN FROM DEATH **FOREVER**, FOOL!

WHY NOT? I'VE BEEN AVOIDING THE **IRS** FOR YEARS!

GOT TO LEAD HIM **OUT** OF HERE-- BEFORE THE TIGER OVERHEARS HIM CALLING ME "**PARKER**"!

I NEED NOT **TOUCH** TO SLAY, PARKER! THERE IS ALWAYS... THE **RED DEATH!**

GEE! YOU MEAN THERE'S MORE TO LOOK FORWARD TO IN LIFE THAN LEGION-NAIRE'S DISEASE?

BUT THE **JOKE** CATCHES IN THE WALL-CRAWLER'S THROAT, FOR NO SOONER DOES THE **RED DUST** CONTACT THE GYM'S BLEACHERS--

--THEN IT **EATS** THROUGH THE METAL LIKE A HIGHLY-CORROSIVE **ACID!**

SSSSSSSS

CRIPES-- TO THINK THAT COULD HAVE BEEN **ME!** NOW I'VE GOT ANOTHER REASON TO GET **OUT** OF HERE!

IT'S CALLED... **SURVIVAL!**

OOPS! THIS IS HARDLY WHAT I'D CALL THE **GREAT OUTDOORS!**

STILL, IT'LL GIVE ME A **BREATHER** IF I CAN GET ALL THAT **WATER** BETWEEN ME AND CARRION!

A FOOLHARDY HOPE, PARKER-- AND ONE DOOMED TO *FAILURE!*

BLAST! I FORGOT HE CAN *TELEPORT* HIMSELF AS WELL AS *LEVITATE!* HE'S HOVERING RIGHT ABOVE ME!

INSECT!

SWOK!

UNGH!

IT *AMUSES* ME TO SEE YOU SUFFER THIS WAY, PARKER!

YEAH? I LIKE A SADIST WHO'S HAPPY IN HIS WORK!

BUT I GUESS THE SENSE OF HUMOR GOES WITH YOUR *DECAYING* PERSONALITY, HUH UGLY?

MILES WARREN SHOULD HAVE DESTROYED YOU WHILE HE HAD YOU IN HIS *POWER,* WALL-CRAWLER!

BUT HIS MISTAKE WILL SOON BE *RECTIFIED!*

WRAK!

A-AAGH! MY FINGERS-- *BURNING!*

OF COURSE! MY PHYSICAL FORM *REPELS* ANY LIVING THING IT COMES IN CONTACT WITH!

W-WATER'S COOLING THE BURN! LORD-- HOW CAN I *FIGHT* SOMEBODY I CAN'T EVEN *TOUCH?*

NIX! SCRATCH THAT KIND OF THINKING, WEBHEAD! CARRION WANTS YOU TO THINK IT'S *HOPELESS!*

WHICH IT MAY WELL *BE*-- BUT I'VE NEVER BEEN A *QUITTER!* NOPE-- US SPIDER-MEN MAY GET KNOCKED DOWN...

...BUT WE ALWAYS COME BACK UP *SWINGING!*

HEY-- WHADDA YA KNOW! I GOT IN A *GOOD ONE* -- STRAIGHT TO THE *CHIN!*

AND NOW IT'S *EL DISGUSTO'S* TURN TO DROP INTO THE DRINK!

SPLASH

ARGH! I--I FORGOT THAT MY FINGERS WERE STILL BLISTERED!

H-HAVING TROUBLE CLING-ING!

CAN BARELY HOLD ON, AND... EH?

THE-- THE WATER IN THE POOL--IT'S TURNING... BLACK! STARTING TO FROTH--TO BOIL! IT'S--

FROOSH!

I WARNED YOU, WALL-CRAWLER--IT IS MY NATURE TO REPULSE ORGANIC MATTER... BE IT SOLID OR LIQUID!

I'VE GOTTA HAND IT TO YA, RAGS--YOU'RE THE MOST REPULSIVE BADDIE I'VE EVER HADDA FIGHT!

HAVE ANY OTHER TRICKS UP YOUR DECOMPOSING SLEEVE--OR ARE YOU PLANNING ON RESTING YOUR REPUTATION ON YOUR ABILITY TO EMPTY SWIMMING POOLS?

HARDLY, INSECT! THE FUN HAS MERELY BEGUN!

MEANWHILE, IN THE MAIN GYMNASIUM...

CARRION WANTS YOU KEPT **AWAY** FROM SPIDER-MAN, TIGER!

EH? **DARTER**-- FREE?!

ZAP

AS A **BIRD**-- AND SWOOPING FOR THE **ATTACK!** DON'T PUSH ME, TIGER!

THIS BLASTER CAN KILL!

NOT IF IT DOES NOT STRIKE ITS **TARGET**, SEÑOR!

AND I AM NOT PREDISPOSED TO BEING **STRUCK!**

YOUR ATTEMPT AT **COVER** IS PATHETIC, HERO! I DESIGNED THIS PISTOL TO CARRION'S SPECIFICATIONS!

IT'LL **SLICE** THROUGH ANYTHING!

ZTRAK

¡OYE!

AN EXCELLENT SHOT, AMIGO--

--AS IT MADE YOU SWOOP *LOW* ENOUGH TO ENABLE ME TO DO *THIS!*

WHA--?

YOUR *INEXPERIENCE* SHOWS, SEÑOR!

THAT YOU ARE MERELY CARRION'S *LACKEY* IS PAINFULLY APPARENT! BE THANKFUL THAT I HAVE NOT *SLAIN* YOU!

THWOK

BUT YOUR *MASTER* ATTACKED HECTOR AYALA AS WELL AS SPIDER-MAN!* THUS, I HAVE A SCORE OF MY OWN TO SETTLE--!

TIGER!

*THE WHITE TIGER IS HECTOR AYALA. SEE PPTSS #28-29 -- AL.

¡FANTASTICO! YOU RECOVER *QUICKLY*, AMIGO!

I'VE BEEN GIVEN A *JOB* TO DO, TIGER-- AND CARRION'LL BE MOST *DISPLEASED* IF I FAIL HIM! I DON'T INTEND TO DISAPPOINT HIM... I'VE FACED HIS ANGER BEFORE!

AND, IN THE POOL ROOM...

MUST TAKE AN AWFUL LOT OF *HOT AIR* TO LIFT YOU THAT WAY, RAGS!

HE WHO LAUGHS IN THE FACE OF DEATH IS A *FOOL*, INSECT--

-- FOR THE *LAST LAUGH* WILL FALL TO *CARRION!*

NOT IF I CAN COVER YOUR SMIRK WITH A GLOB OF *WEBBING*, PRETTY BOY!

ALAS, YOU *CANNOT!*

FOR YOUR ABSURD WEB-FLUID CRUMBLES TO *DRY PASTE* ERE IT EVER REACHES ITS TARGET!

JUST IMAGINE, WHEN, WHAT MY *TOUCH OF DOOM* WILL DO WHEN IT COMES INTO CONTACT WITH... *YOU!*

TROUBLE IS: I *CAN* IMAGINE IT--

--AND THE THOUGHT GIVES ME *CHILLS!* HUH?

WHO DARES--?!

M-MASTER--I'M *SORRY!* I--I DIDN'T EXPECT THE WHITE TIGER TO *DUCK--!*

AS I SAID, SENOR-- YOU ARE MUCHO THE *AMATEUR!*

WRAM

DARTER'S MAD FLIGHT CARRIES BOTH HE AND CARRION TO THE FAR SIDE OF THE NOW-EMPTY SWIMMING POOL--

THUD

--WHILE THE **WHITE TIGER** LEAPS TO AID SPIDER-MAN!

GET COLD FEET BEFORE THE *BIG DIVE*, AMIGO?

VERY FUNNY! MORE LIKE *FRIED HANDS*, TIGER!

CARRION'S GOT THIS CUTE QUALITY-- HE'S *UNTOUCHABLE* WHEN HE WANTS TO BE! HE'S ALSO--

--TIGER! BEHIND YOU!

EH--?

SWAM!

DESPERATELY THE TIGER TRIES TO **ARC** HIS BODY--TO LAND ON HIS FEET!

BUT THE DROP IS TOO *SHORT*--

THROOM

--THOUGH NO LESS *JARRING!*

EVERYONE INTO THE *POOL*, EH, PARKER? LOOKS AS IF YOU'RE WARMING THE BENCH *ALONE* AGAIN!

YOU DECAYING *CRUD*--!

TSK! SUCH *LANGUAGE!*

YOU SHOULD HAVE YOUR MOUTH WASHED OUT-- WITH MY *CRIMSON DUST!*

IT WILL *CLEANSE* YOUR MIND OF ALL IMPURE THOUGHTS--

--AS WELL AS ROB YOU OF *CONSCIOUSNESS!*

DUST-- DRUGGED THIS TIME --GOTTA FIGHT IT--

--CAN'T--

--GIVE UP--

--UHHHHHHHH

EXCELLENT! THE *FINAL STAGE* OF MY REVENGE DRAWS NIGH! TIME TO *STRIKE* THIS SET--AND PREPARE THE *NEXT!*

MEANWHILE IN THE SOUTH BRONX TENAMENT APARTMENT OF THE **AYALA FAMILY--**

HECTOR--?

--AWILDA AYALA DISCOVERS HER BROTHER'S ABSENCE!

HIS BOOKS ARE ON THE BED--HE TOLD ME HE'D BE **STUDYING** TONIGHT! ALRIGHT, LITTLE BROTHER--I CAN'T WAIT TO HEAR YOUR EXCUSE THIS TIME!

BUT, AS THE HOURS PASS INTO MORNING...

NOT HOME YET--NOT EVEN A PHONE CALL!

WHAT IF HE'S *HURT*, OR--

--WHAT IF HE'S GONE BACK ON HIS WORD AND EXPOSED HIMSELF TO *DANGER* AGAIN--AS THE *WHITE TIGER*??

WHICH, OF COURSE, IS EXACTLY WHAT HECTOR AYALA'S **DONE!**

OH--MY HEAD! MUST'VE COLLIDED WITH THE POOL WALL!

THERE'S THE *TIGER!* THE MASTER MUST'VE *KILLED* HIM!

BUT THERE'S NO SIGN OF *CARRION* --OR *SPIDER-MAN!* WHY DIDN'T HE TAKE ME WITH HIM?

AFTER ALL, HE *PROMISED* ME THAT HE'D--

NO! HE WOULDN'T HAVE LEFT ME HERE TO BE FOUND BY THE POLICE IF HE HADN'T MEANT TO *RENEGE* ON HIS PROMISE!

¿Q-QUE PASA--?

BUT I'LL FOLLOW HIM -- I KNOW WHERE HE'S TAKEN THE WALL-CRAWLER -- AND *WHY!* I'LL FORCE HIM TO LIVE UP TO HIS PROMISE!

SI, SEÑOR -- AND YOU WILL LEAD *ME* TO YOUR MASTER AND EL HOMBRE ARAÑA!

WHILE, A VERY SHORT DISTANCE ACROSS ***CAMPUS...***

A PITY YOU CAN'T BE *CONSCIOUS* FOR THIS, PARKER--

--IT WOULD AWAKEN SO MANY FOND OLD *MEMORIES!*

IT WAS IN THIS VERY *LABORATORY* THAT I FIRST LAID EYES ON YOU! IT WAS HERE THAT PROFESSOR WARREN DID HIS GREATEST WORK! -- HERE WHERE GWEN STACY WAS *REBORN*--

--AND HERE THAT I FIRST CAME TO *LOATHE* THE NAME... *PETER PARKER!*

AND FOR HOW LONG I HAVE *HATED* YOU!

KNOWING THAT YOU WERE RESPONSIBLE FOR THE *MURDER* OF SWEET, GENTLE *GWEN STACY*--

--AND THAT BECAUSE HE HAD *DISCOVERED* YOUR SECRETS, YOU SOUGHT TO KILL *PROFESSOR WARREN* AS WELL!

I THINK HE *KNEW* HE WOULD BE KILLED-- AND SO HE INSURED THAT HIS HATRED FOR YOU WOULD NOT *DIE* WITH HIM!

BY *PASSING* IT ON... TO *ME*!

YOU MIGHT SAY THAT *I* LIVE-- BECAUSE *YOU* LIVE, PARKER!

I ONLY *EXIST* SO THAT YOU MIGHT BE *DESTROYED*!

THUS, I AM THE ULTIMATE *NEGATION* --THE *ANTI-LIFE*!

THE PART OF PROFESSOR WARREN THAT BECAME THE *JACKAL* WOULD HAVE BEEN *PROUD* OF HIS HANDIWORK!

HOW HIS *FORESIGHT* IS TO BE ADMIRED-- HIS *GENIUS* TO BE PRAISED!

FOR I MERELY CARRY OUT THE *WORK* HE BEGAN-- ALBEIT WITH A FEW FLOURISHES OF MY OWN INCORPORATED INTO THE GRAND DESIGN!

I AM THE LIVING INCARNATION OF THE MIND THAT GAVE LIFE TO THE *JACKAL*-- THAT DEADLY DARK ANGEL! YET, I AM *MORE!* I AM HATRED TAKEN BEYOND THE GRAVE! I AM... *CARRION!*

FOR I POSSESS A SENSE OF THE *MACABRE* THAT SURPASSES PROFESSOR WARREN'S-- EVEN AT HIS MOST *IMAGINATIVE!*

AND IT IS TIME, MY COSTUMED CAPTIVE-- THAT YOU *AWOKE!*

SLAP

TO FACE--IN TREMBLING AND IN FEAR--YOUR FINAL FEARSOME *FATE!*

UNHHH

S-STILL HERE UGLY? I WAS H-HOPING YOU WERE JUST A *B-BAD DREAM!*

WORSE! I AM YOUR WILDEST *NIGHTMARE* PERSONIFIED, PARKER!

I AM *VIOLENT MURDER* COME BACK TO HAUNT YOU! I AM THE *DEAD*--WALKING AGAIN! I AM *VENGEANCE*--*HATRED*--YOUR *JUDGE* AND YOUR *EXECUTIONER!*

B-BUT, *WHO* ARE YOU? AT LEAST TELL ME *THAT!*

FOOL! CAN IT BE THAT YOU STILL HAVE NOT *GUESSED* THE AWESOME TRUTH?

I AM THE LIVING CLONE OF PROFESSOR MILES WARREN!

AND IF THAT'S NOT ENOUGH, BE HERE NEXT ISH FOR...

TILL DEATH DO US PART!

40¢ CC

31 JUNE 02199

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PETER PARKER, THE SPECTACULAR SPIDER-MAN

TM

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

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TILL DEATH DO US PART!

WHEREIN PETER PARKER LEARNS THE SINISTER SECRET OF THE CADAVEROUS CARRION!

HAVEN'T YOU GUESSED YET, PARKER? I AM THE THE LIVING **CLONE** OF **PROFESSOR MILES WARREN!**

YOUR FORMER **BIOLOGY TEACHER!** THE MAN YOU **KILLED** WHEN--AS THE **JACKAL**--HE TRIED TO BRING YOU TO JUSTICE FOR THE MURDER OF **GWEN STACY!**

I HATE TO SHATTER YOUR **DAYDREAMS,** RAGS --BUT THAT'S THE MOST SCREWED UP **MISREADING** OF HISTORY I'VE EVER HEARD!

PROFESSOR WARREN HAD GONE **CRACKERS!** HE HIMSELF REALIZED THAT... JUST BEFORE THE **END!***

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*AMAZING SPIDER-MAN #149 --AL.

YOU'RE A ***LIAR,*** PARKER! I HAVE ALL OF PROFESSOR WARREN'S ***MEMORIES!***

ONLY UP TO THE MO-MENT HE ***CLONED*** HIMSELF, UGLY!

OTHERWISE YOU'D KNOW THAT HE'D DISCOVERED HIS ***JACKAL*** IDENTITY WAS A PRODUCT OF HIS OWN ***INSANITY!***

THEN IT'S THAT INSANITY THAT WAS CLONED INTO ***ME!***

I WAS BORN ***HATING*** YOU, PARKER--AND THE DEATH OF THE MAN FROM WHOSE ***CELLS*** I AM SPRUNG HAS ONLY FUELED MY HATRED! DO YOU SEE THAT SEETHING ***CRUCIBLE?***

WITHIN ITS DEPTHS LIES THE ***INSTRUMENT*** OF MY REVENGE!

HOW DID I GET ***INTO*** THIS?

THAT QUESTION EVOKES MEMORIES--

WHAT'S GOING ON HERE? WHO ***TRASHED*** MY APARTMENT*?

SOMEONE WHO WOULD HAVE PREFERRED TRASHING ***YOU,*** PARKER!

OH, TIGER-- WE WERE SO WORRIED!

YOU REALLY OKAY, PETE?

*SEE SPECTACULAR SPIDER-MAN #28--AL.

*THERE WAS NO CLUE AS TO THE IDENTITY OF THE VANDAL--EXCEPT THE **CRIMSON GRAFFITI** SCRAWLED IN SOME EERIE KIND OF **RED DUST** ON THE APARTMENT WALL!*

The Dead Walk, Parker!

DOES WHOEVER DID THIS KNOW I'M ***SPIDER-MAN?***

*THAT QUESTION WAS SOON ANSWERED AS PETE AND HECTOR AYALA FIRST EN-COUNTERED THE MACABRE MENACE OF CARRION!**

NOW I'LL HAVE MY REVENGE ON ***YOU... SPIDER-MAN!***

DUST TO DUST...

*PPTSS #29-- AL.

CARRION BEAT PETE TO A **PULP**--THEN VANISHED, ONLY TO **REAPPEAR** SOON AFTERWARDS...

OUR GAME RESUMES, PARKER --WITH **DEATH** THE FINAL VICTOR!

CHANGING TO HIS **COSTUME**, OUR MYSTIFIED WALL-CRAWLER GAVE CHASE--THE TRAIL LEADING TO THE EMPIRE STATE UNIVERSITY **GYMNASIUM!**

CRASH!

A FITTING FINAL **RESTING PLACE**, ISN'T IT, PARKER?

FOR, AS YOUR DREAM OF **GRADUATION** WAS SMASHED FOR LACK OF **GYM CREDIT**-- HERE TOO WILL YOUR **LIFE** COME TO AN END!

AND, WHILE SPIDEY BATTLED HIS ENIGMATIC FOE, HECTOR AYALA AS THE **WHITE TIGER**--WHO HAD ATTEMPTED TO **PROTECT** PETE--

--FOUND HIS OWN HANDS FULL, FIGHTING CARRION'S HENCHMAN...THE DEADLY **DARTER!**

CARRION SEEMED TO KNOW AS MUCH ABOUT PETE AS PETE KNEW ABOUT HIMSELF--AND THE KNOWLEDGE WAS UNNERVING!

ALL OF THIS--ENGINEERED BY THE WARPED MIND OF A **DEAD MAN!** AND I STILL DON'T KNOW HOW--

HOW I KNOW YOUR EVERY **SECRET**, PARKER? YOUR EVERY **THOUGHT?**

TELEPATHY, YOU WITLESS FOOL!

COUPLED WITH EVERYTHING PROFESSOR WARREN HAD **LEARNED** OF YOU PRIOR TO HIS DEATH!

SHALL I TELL YOU HOW HE PREPARED FOR THE EVENTUALITY OF HIS **DEFEAT** ON THAT FATEFUL DAY, INSECT?

SHORTLY AFTER ARRANGING TO MEET YOU AT SHEA STADIUM--

"--HE EXTRACTED A **CELL SAMPLE** FROM HIMSELF AND INJECTED IT INTO A WAITING **CLONE CASKET!**

"THEN, AS THE **JACKAL**, HE WENT OFF TO CONFRONT YOU!

"HE NEVER **RETURNED!**

"THAT SINGLE **CELL** BEGAN TO DIVIDE--A **NEW** PROFESSOR WARREN BEGAN TO GROW WITHIN THE CASKET! BUT SOMETHING WENT **WRONG!** THE CASKET REFUSED TO OPEN--THE PROCESS **CONTINUED!** THE BODY REACHED **OLD AGE--DIED**--YET STILL THE FLUID KEPT IT **ALIVE!**

LORD IN HEAVEN--!

"AND THEN, AN UNSUSPECTING UNDERGRADUATE STUDENT BY THE NAME OF **RANDY VALE** STUMBLED INTO PROFESSOR WARREN'S LABORATORY AND UNSEALED THE **CLONE CASKET!**

WHO ARE YOU? **WHAT** ARE YOU?

I AM THE **CLONE** OF **PROFESSOR MILES WARREN!** I LIVE!

B-BUT PROFESSOR WARREN'S **DEAD**-- AND YOU DON'T LOOK ANYTHING LIKE HIM!

"THEN THE **TRUTH** DAWNED UPON ME!"

DEAD? HE WENT TO BATTLE **SPIDER-MAN** --HE MUST HAVE **LOST!** THAT IS WHY HE FAILED TO RE-TURN TO ME!

VALE--YOU WILL **SERVE** ME! ACCEPT AND I OFFER YOU **POWER!** REFUSE--AND I WILL **DESTROY** YOU!

I GUESS HE ACCEPTED, HUH?

THE SCARED RABBIT--HE HAD NO CHOICE! BUT HE HAS PROVEN **USEFUL!**

MONTHS HAD PASSED SINCE PROFESSOR WARREN'S DEATH! I HAD TO PICK UP WHERE HIS **MEMORIES** HAD ENDED!

I REMAINED HIDDEN WHILE **VALE** SOUGHT OUT THE IN-FORMATION I NEEDED!

DOES **HE** KNOW MY SECRET, TOO?

NO! I DID NOT TRUST HIM THAT FAR!

"HE MERELY REPORTED TO ME ABOUT YOUR MOVEMENTS AS **SPIDER-MAN!**

MASTER--YOU'RE **LEVITATING!**

"MEANWHILE, I TESTED MY GROWING **POWERS**--GIVEN ME BY MY EXTENDED STAY IN THE **CLONE CASKET!**

"I LEARNED THAT MY FORM COULD BE **REPELLENT** TO EVERYTHING **ORGANIC**--THAT I COULD **TELEPORT**--BECOME **INTANGIBLE** AT WILL!

"MY HORRIFIC NATURE REPELLED EVEN THE **ELEMENTS**--AND SLOWLY MY LATENT **TELEPATHIC** ABILITIES BEGAN TO COME INTO FOCUS!

"I EXERCISED INCREDIBLE POWER OVER EVERYTHING THAT EMBODIED--OR THAT HAD AT ONE TIME EMBODIED--**LIFE!**

YOU--YOU KILLED THAT **RAT**...MERELY BY TOUCHING IT!

"IN RETURN FOR HIS SERVICES, I HAD PROMISED VALE VAST **POWERS!**"

THIS **COSTUME?** IS THIS THE POWER OF WHICH YOU SPOKE?

NO, FOOL! AS **DARTER** YOU WILL MERELY BE IN A BETTER POSITION TO **WREST** THAT POWER--

--FROM **SPIDER-MAN** HIMSELF!

YOU--YOU WERE PROMISING HIM MY ***SPIDER-POWERS?*** YOU'RE MAD!

AM I? I KNOW FROM WHAT PROFESSOR WARREN ORIGINALLY LEARNED FROM HIS CLONE OF ***PETER PARKER***--*

--THAT THE ***RADIOACTIVE SPIDER*** THAT BIT YOU SUBTLY ALTERED THE MOLECULAR STRUCTURE OF YOUR ***BLOOD!***

*AMAZING SPIDER-MAN #149--AL.

THUS YOU GAINED THE ***POWERS*** AND THE PROPORTIONATE ***STRENGTH*** OF THAT SPIDER! TOO MUCH POWER FOR ***VALE!***

SO, WHILE YOU SLEPT-- I ***EXTRACTED*** A BLOOD SAMPLE--

--AND ***INJECTED*** IT INTO THIS PROTOPLASMIC ***PRE-CLONE***... A PRIMITIVE, AMOEBIC ANCESTOR OF ***PETER PARKER!***

IT HAS ALL YOUR ***POWER,*** PARKER--BUT NONE OF YOUR ***HUMANITY,*** FOR THE SAME PROCESS THAT CREATED ***ME*** ALSO GAVE LIFE TO...***IT!***

YOU'RE ***INSANE!*** YOU-- ***ARRGH!***

ZZZZZZ

THOSE ***ELECTROSHACKLES*** WILL HOLD YOU AS YOUR SPIDER-POWERED ***PROTOTYPE*** SLITHERS FROM ITS VAT, PARKER--GUIDED TO YOU BY ITS OWN PRIMITIVE ***SPIDER-SENSE!***

AND ONCE IT REACHES YOU--***INSTINCT*** WILL GUIDE ITS ACTIONS--PURE, PRIMEVAL, ***KILLER-INSTINCT!***

HA HA HA HA HA

C-CARRION, YOU W-WON'T GET AWAY WITH THIS!

WHO'S TO STOP ME, PARKER? YOU?

SLURP

I THINK NOT! FOR, EVEN AS WE SPEAK, THE ***SPIDER-AMOEBA*** SLITHERS CLOSER ...CLOSER!

THERE! ITS SPIDER-SENSE GUIDES IT TOWARDS YOU! IT SENSES THAT IT IS PART OF YOU, PARKER--

--AND IT WANTS TO BECOME ONE WITH YOU AGAIN!

CAN YOU APPRECIATE THE IRONY OF YOUR SITUATION, PARKER? YOU AND THE SPIDER-AMOEBA ARE ALMOST... ***BROTHERS!***

THE AMOEBA'S TIPPED THE ELECTRO-SLAB!

BUT THEN-- SO WERE CAIN AND ABEL!

IT'S SLOWLY OOZING OVER ME-- CRUSHING ME WITH ITS BULK-- TENDRILS SLITHERING TOWARDS MY FACE!

IF I WASN'T SO SCARED-- I'D BE ***SICK!***

SUDDENLY, A DISTRAUGHT FIGURE APPEARS IN THE DOORWAY...

DARTER!

YOU'VE BETRAYED ME, CARRION! I SERVED YOU FAITHFULLY, YET YOU GAVE SPIDER-MAN'S POWERS TO THAT--THAT ***THING*** INSTEAD OF ME!

I'M WEAK--I ADMIT IT-- A SNIVELLING COWARD! BUT WITH ***SPIDER-POWERS*** I WOULDN'T HAVE HAD TO FEAR ANYTHING EVER AGAIN!

YET, I DON'T NEED THEM TO REVENGE MYSELF ON YOU, CARRION! YOU'LL PAY FOR USING ME! YOU'LL PAY!

DOG! THOUGH I CREATED THE BLASTER YOU NOW TURN UPON ME--

--NOT EVEN THAT WEAPON CAN HARM ONE WHO CAN TURN IN-TANGIBLE AT WILL!

A PITY YOU CANNOT SO EASILY AVOID THE MUTATED BACTERIAL DUST WHICH NOW INFECTS YOU WITH...***THE RED DEATH!***

NO--PLEASE! I'M SORRY! DON'T-- ***EEYAGGH!***

AS DARTER--HORRIFIED--CLAWS AT THE CRIMSON DUST COVERING HIS FACE...

...HIS WEAPON STRIKES THE LABORATORY FLOOR, BLASTING A SHAFT OF ENERGY AT THE SLAB UPON WHICH PETER PARKER IS HELD, SHATTERING THE POWER UNIT--

SHRAK

--THUS RENDERING THE ELECTRO-SHACKLES INOPERATIVE!

THE CURRENT'S OFF--I CAN FREE MYSELF!

SNAP

BACK OFF, BLOOD-BROTHER I'M REMOVING MYSELF FROM THE MENU!

VALE! CARRION--WHAT HAVE YOU DONE TO HIM?!

REGARD IT AS A PREVIEW OF COMING ATTRACTIONS, PARKER!

YOUR OWN *FATE*-- GRAPHICALLY FORESHADOWED!

CH-CHOKING--GETTING HARD TO BREATHE!

F-FEEL COLD ALL OVER--CAN'T STOP SHIVERING!

I--I'M SORRY, CARRION! HONESTLY, I...

OH MY GOD--STOP THIS FROM HAP-PENING TO ME!

PLEASE DON'T MAKE ME *DIE*...!

CARRION, YOU FILTHY MURDERER! YOU'RE WORSE THAN PROFESSOR WARREN EVER WAS--EVEN WHEN HE BECAME THE JACKAL!

I DON'T KNOW IF THE UNLIVING CLONE OF A ***DEAD MAN*** CAN BE BROUGHT TO JUSTICE...

...BUT I AIM TO TRY--

--JUST AS SOON AS I GET RID OF YOUR PLAY-DOUGH PLAYMATE!

WHOOSH!

THAK

INSECT-- YOU HAVEN'T A PRAYER! BUT TO INCREASE YOUR AGONY--

--I THINK YOU SHOULD KNOW THAT I PLAN TO KILL YOUR LOVED ONES AFTER I SLAY YOU...

...STARTING WITH THAT SWEET, GENTLE WOMAN WHO BROUGHT YOU UP--***MAY PARKER!***

MISTER, I TAKE A LOT FROM THE FOUL MOUTHS OF CRAZIES LIKE YOU--

--BUT NO ONE THREATENS MY ***AUNT MAY***...NOT WHILE SPIDER-MAN LIVES!

THEN COUNT THE SECONDS OF LIFE REMAINING TO YOU, PARKER--ON THE FINGERS OF ONE HAND!

YOU SLIME-SUCKING CADAVER! YOU CRUMMY *CORPSE!*

I'VE LISTENED TO YOU DEBASE EVERYONE FROM THE MAN WHO GAVE YOU LIFE, TO THE MOST DECENT WOMAN WHO EVER LIVED!

AND I'M NOT TAKING ANYMORE! YOU GOT THAT? *UNGHH!*

YOU'LL TAKE WHAT YOU ARE DEALT, PARKER-- AS LONG AS I HOLD ALL THE CARDS!

¡OYÉ! COMÓ ES--?

I FOLLOWED THE SCENT OF DEATH FROM THE GYM-- WHERE CARRION LEFT ME UNCONSCIOUS!*

*SEE LAST ISH --AL.

"BUT HAVE I ARRIVED ONLY TO SEE SPIDER-MAN DESTROYED BY CARRION'S CREATURE?!"

SHUMPH!

GLECCH!

CARRION--CALL OFF YOUR CREATION --OR ANSWER TO THE *WHITE TIGER!*

PRESUMPTUOUS FOOL! THE ONLY ANSWER I DEIGN TO GIVE--

SWOK

--IS THE BACK OF MY *HAND!*

¡CARAJO! I--I KNEW HIS STRENGTH WAS ENOUGH TO OVERPOWER MY ALTER-EGO... HECTOR AYALA--

--BUT NOW HE BATS ACROSS THE ROOM ONE WHO HAS FOUGHT ***SPIDER-MAN***-- THE ***SONS OF THE TIGER***-- THE ***JACK OF HEARTS*** TO A STANDSTILL!

AND MY PASSAGE HAS STARTED A *FIRE*--

--CUTTING ME OFF FROM CARRION...AND SPIDER-MAN!

BLAST YOU, TIGER-- YOU HAVE DESTROYED MY ***CLONE CASKET!***

NOW I SHALL HAVE TO BUILD IT ANEW IN ORDER TO REPRODUCE MYSELF!

IF--IF I DON'T BUST OUT--I'LL SUFFOCATE!

BUT IT'S AMORPHOUS-- SHAPELESS--IT YIELDS WITH MY EVERY BLOW!

C'MON, PARKER-- YOU'RE SUPPOSED TO BE A GENIUS! **THINK** YOUR WAY OUT OF THIS ONE!

YES! USE THAT INGENUITY THAT RAISED PETER PARKER TO THE HEAD OF HIS CLASS!

CRIPES! CARRION'S MIND-READING AGAIN!

TAUNTING ME--

--HOPING TO DISTRACT ME WHILE HIS SPIDER-AMOEBA FINISHES ME OFF! WHAT A WAY TO GO--

--DIGESTED BY A PROKARYOTIC PRE-CLONE-- SMOTHERED BY AN ANTISOCIAL CELL!

IT--IT'S GRIPPED THE FLOOR WITH ITS PSEUDOPODS-- ANCHORED ITSELF TO PRESS ITS FULL WEIGHT DOWN ON ME! THIS IS IT!

I EITHER SUCCUMB AND LET MY EPITAPH READ: "HERE LIES SPIDER-MAN...KILLED BY ***OSMOSIS!***"

OR I FLEX AND GIVE MY MUSCLES THE WORKOUT THEY'VE BEEN YEARNING FOR EVER SINCE CARRION'S UGLY MUG FIRST APPEARED ON THE SCENE!

EXERTING HIS SPECTACULAR *SPIDER-STRENGTH* TO THE UTMOST, SPIDER-MAN HEAVES THE SPIDER-AMOEBA FROM HIM--

--AND LEAPS FROM HARM'S WAY BEFORE THE UNICELLULAR CLONE STRIKES THE FLOOR AGAIN.

IT'S ALL YOURS, RAGS-- AND REMEMBER WHAT YOU SAID ABOUT ITS ***KILLER-INSTINCT!*** IT'LL GO AFTER WHATEVER'S CLOSEST--

--AND YOU'RE *IT!*

SHOOP

NO! I CREATED IT-- GAVE IT LIFE! IT CAN'T...!

STAY BACK-- I COMMAND YOU!

¡QUÉ PASA! WHAT'S HAPPENING! I--I CAN'T SEE!

SMOKE'S OBLITERATED MY VIEW OF SPIDER-MAN AND CARRION--AND THE FLAMES ARE GETTING HOTTER!

THERE'S NO WAY I CAN GET THROUGH TO THEM-- NOT ALIVE, AT ANY RATE!

CRASH!

FIRE'S BACKED ME AGAINST THE LAB WALL! NO WAY I --WAIT! THE WINDOW!

¿COUGH? ¿CHOKE?

I--I MADE IT... SINGED--BUT IN ONE PIECE! BUT WHAT ABOUT EL HOMBRE ARANA? I'D BETTER ALERT THE--

--POLICE! CARAJO-- WHO SAYS YOU CAN NEVER FIND A COP WHEN YOU NEED ONE?

TIGER--WHAT'S GOING ON IN THERE? IS IT CARRION--?

SÍ, LT. D'ANGELO! HE ATTACKED PETER PARKER AND WAS IN TURN ATTACKED BY SPIDER-MAN!

NOW CARRION AND THE WALL-CRAWLER FIGHT...

"...TO THE DEATH!"

NOT SO PLEASANT BEING ON THE RECEIVING END, IS IT, RAGS?

FOOLISH INSECT! MY CREATURE MAY BE BEYOND MY CONTROL--

--BUT IT CANNOT HARM ME...

NOT WHEN I CAN LEVITATE BEYOND ITS GRASP. THUS, BECOMING ***INTANGIBLE***--

--I CAN WATCH YOUR IMMINENT DESTRUCTION SAFE FROM HARM! EH--WHAT? THE AMOEBA'S FLAGELLUM--IT GRIPS ME!

B-BUT--THAT'S IMPOSSIBLE! I HAVE RENDERED MYSELF IMMATERIAL! IT SHOULD HAVE PASSED RIGHT ***THROUGH*** ME!

EXCEPT FOR THE FACT THAT THE SPIDER-AMOEBA WAS CREATED THROUGH THE SAME PROCESS WHICH GAVE YOU LIFE, CARRION!

THOUGH CLONED FROM ONE OF MY CELLS IT SEEMS YOU ***TWO*** HAVE A LOT MORE IN COMMON --INCLUDING THE ABILITY TO NEGATE EACH OTHER'S POWERS!

NO--THIS ISN'T HOW I PLANNED IT!

IT NEVER IS, PASTE-FACE!

SLOWLY, INEXORABLY, THE SPIDER-AMOEBA DRAWS THE CADAVEROUS CARRION INTO ITS PROTOPLASMIC FORM!

HIS DEADLY **DEATH-TOUCH** FAILING HIM FOR THE FIRST TIME IN MEMORY, CARRION BEGINS TO PANIC--CLAWING DESPERATELY TO FREE HIMSELF FROM HIS CREATION!

T-THE MINDLESS CLONE IS ENGULFING ME! DRAGGING ME INTO ITSELF! ABSORBING ME!

I--I MUST BREAK ITS GRIP!

ONLY THEN CAN I TELEPORT MYSELF AWAY FROM HERE!

ARMS FLAILING, SCRABBLING FOR A HANDHOLD, CARRION'S FINGERS CLOSE ABOUT--

...FOR THE SPIDER-AMOEBA--IT IS UPON MEE E E

CAN'T REACH HIM THOUGH THE FLAMES--

--THE WHITENENED SKULL OF RANDY VALE!

DARTER! YOU COULD HAVE HELPED ME!

--BUT I DESTROYED YOU, AND NOW I'M **BEYOND** HELP...

EEEEEEEEEE

--AND I'M NOT SURE I WANT TO! CARRION CAN'T REALLY ***DIE***... SINCE HE NEVER REALLY LIVED!

AND I THINK PROFESSOR WARREN WOULD'VE WANTED IT TO END THIS WAY!

BUT THE SMOKE'S GETTING TO ME, GOT TO GET OUT OF HERE!

SKRASH!

FIRE WILL DESTROY ***LAB***.. AND ANY TRACES OF CARRION ***AND*** VALE! NO ONE WILL KNOW THE TRUTH--EXCEPT ME, THAT IS!

AH--MADE IT, AND HEY--IT'S SNOWING!

FAR OUT!

THAT'S THE BEST WAY--TO WIPE AWAY THE HORROR OF CARRION! TO LOSE IT IN CLEAN, SOOTHING, SHIFTING ***SNOW!***

HIDDEN BEHIND A WINDSWEPT SNOWDRIFT, EXHAUSTED TO HIS VERY SOUL, OUR WEARY WEB-SLINGER LETS THE MEMORY OF THE PAST FEW DAYS DRAIN FROM HIM!

TOMORROW'S WORLD WILL BE COVERED IN VIRGIN WHITE, SYMBOLIZING PERHAPS A NEW BEGINNING...

*...OR JUST--**THE END!***

NEXT

NIGHT OF THE IGUANA!

...PLUS PETER PARKER'S FIRST DAY OF GRADUATE SCHOOL!

SEVERAL YEARS LATER, AFTER PETER AND MARY JANE HAD MARRIED, GWEN'S CLONE FOUND PEACE AS A HIGH SCHOOL HISTORY TEACHER IN THE SUBURBS OF LANSING, MICHIGAN. HOWEVER, THAT PEACE WAS SHORT-LIVED WHEN THE HIGH EVOLUTIONARY DISPATCHED ARMED MEN TO CAPTURE HER. ON THE RUN, GWEN'S CLONE DESPERATELY FLED TO NEW YORK, HOPING THAT PETER PARKER WOULD SOMEHOW BE ABLE TO HELP HER.

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

RETURN TO SENDER

"I ALWAYS LIKED CATS, BUT WHEN I WAS A KID, *AUNT MAY* USED TO TELL ME I WAS *ALLERGIC*.

"ALLERGIC TO CATS, ALLERGIC TO DOGS-- SOMETIMES I THOUGHT I WAS ALLERGIC TO *LIFE*.

"SHE MEANT WELL, AUNT MAY DID, BUT SHE HAD THIS IDEA IN HER HEAD THAT HER POOR ORPHANED NEPHEW NEEDED *PROTECTING*.

"FUNNY HOW WE GET *IDEAS* ABOUT OURSELVES AND OTHER PEOPLE.

"FUNNY HOW THOSE IDEAS ARE SO OFTEN SO *WRONG*.

GERRY CONWAY
SCRIPT

MARK BAGLEY
PENCILS

KEITH WILLIAMS
INKS

RICK PARKER
LETTERING

JIM SALICRUP
EDITOR

BOB SHAREN
COLOR

TOM DeFALCO
EDITOR IN CHIEF

"TURNS OUT, I WASN'T ALLERGIC AFTER ALL. BIG SURPRISE.

"I WONDER WHAT *MARY JANE* WOULD SAY IF I CAME HOME WITH A CAT.

"I WONDER IF *SHE'S* ALLERGIC.

"WEIRD.

"I'VE KNOWN HER SINCE HIGH SCHOOL, WE'VE BEEN LOVERS FOR YEARS, SHE'S MY WIFE AND BEST FRIEND, BUT I'VE NO IDEA IF SHE EVEN *LIKES* KITTIES.

"SHE ALWAYS CALLED ME '*TIGER.*'

"MAYBE SHE--

"UH-OH.

"MY SPIDER-SENSE IS AN *INSTINCT*, MORE A REFLEX THAN A PROCESS.

"WHEN THE SENSE GOES OFF WITH A WARNING, I'M LIKE A *CAT* ON A *HOT STOVE*!

BZZZ

I JUMP.

"NO THINKING, NO TIME TO REACT. I JUST *MOVE.*

"GOOD THING, TOO.

BZAM BZAM BZAM

"ALL *THINKING* EVER DID WAS GET ME IN TROUBLE, BUT LIKE MOST FILTHY HABITS, ONCE YOU'VE *GOT* IT, IT'S HARD TO BREAK.

"ODD THING IS, THAT *BLAST* WASN'T AIMED AT *ME.*

"EVEN SO, I'M *ANNOYED.*

"MJ AND I MOVED TO THIS NEIGHBORHOOD 'CAUSE WE WANTED A BIGGER PLACE AND SOME *QUIET.*

"TYPICAL.

"A PERFECTLY FINE FRIDAY NIGHT ON THE UPPER WEST SIDE, AND THESE TWO CLOWNS HAVE TO GO **SPOIL** IT."

NOT SO **CLOSE**, YOU MICROCEPHALOID!

SU-SURRY, PRU-PRUFFESSER.

BLAM

BZAM

INJURE HER AND YOU WON'T NEED TO WAIT FOR THE MASTER TO **DEVOLVE** YOU-- I'LL DO IT **PERSONALLY!**

THAT MAKES HER A VERY **SPECIAL** SPECIMEN INDEED.

THIS WOMAN MANAGED TO EVADE TWO **PRIOR** ATTEMPTS TO **GATHER** HER IN THE **MID-WEST.** *

"I LIKE THIS GUY.

*IN SPECTACULAR SPIDER-MAN #S 142 & 143. -- JIM

"PEOPLE WHO TAKE PRIDE IN THEIR WORK **IMPRESS** ME.

"BASHING HIM IS GOING TO BE **FUN.**"

YO, **BOYS...**

...DO YOU FELLAS HAVE A PERMIT FOR **STREET-BLASTING?**

NO?

GOODNESS, I AM **SHOCKED!**

KONK

"NICE AIM.

"THAT BUILDING WAS MARKED FOR DEMOLITION-- I JUST SAVED SOME CONTRACTOR MUCHO BUCKOS.

"WONDER IF HE'LL SEND ME A CHECK.

CAROOM

"NAAAAH.

"THOSE CREEPS HAVE THE SAME KIND OF HIGH TECH EQUIPMENT AS THE GANG DAREDEVIL AND I ROUSTED A FEW DAYS AGO.*

"MAKES YOU THINK, DOESN'T IT?

"WHAT'S THE DEAL WITH THIS GIRL THEY WERE CHASING?

"WHO IS SHE? WHY DO THEY WANT HER?

*IN AMAZING SPIDER-MAN ANNUAL #22.--Jim.

"ONLY ONE WAY TO FIND OUT, AND I'M ABOUT TO ASK HER WHEN MY MOUTH GOES DRY..."

SPIDER-MAN?

OH, LORD, NO--

GWEN?

"IT ISN'T GWEN, I TELL MYSELF.

"GWEN STACY IS DEAD!"

THIS ISN'T HAPPENING-- GET AWAY--

PETER

"YEAH, DEAD.

"MY HEAD KNOWS THE TRUTH, BUT MY HEART WILL ALWAYS BELIEVE A LIE."

GWEN, WAIT!

BLAM

"GOOD OLD SPIDER SENSE.

"WITH IT TO WARN ME, NOTHING CAN TOUCH ME.

"NOTHING BUT MY EMOTIONS."

UH, MAYBE I SHOULD'VE STAYED IN NEWARK LIKE MOM WANTED..

THIS CITY IS NUTS.

"NO ARGUMENT FROM *ME*, PAL."

TWICE NOW, THAT WALL-CRAWLER HAS IMPEDED THE MASTER'S OPERATIONS. THAT'S TWO TIMES TOO OFTEN.

DESTROY HIM!

T-TRYING, PR-PRUFFESSER--

BZZAM

BZZAM

--BUT HE MOVES TOO *QUICK*--AND WE'RE R-RUNNIN' SO LOW ON *P-POWER*-- I GOTTA --

POOM!

"GONE.

"WHO *WERE* THOSE GUYS?

"WHERE DID THEY *GO*?

"AND WHAT DID THEY WANT WITH *GWEN*?

"I LOOK FOR HER, BUT GWEN'S GONE, TOO.

"NO. *NOT* GWEN.

JIM COLLINS

"I HAVE TO *REMIND* MYSELF:

"GWEN STACY IS DEAD.

SURE.

"MY HEAD KNOWS THE TRUTH, BUT MY *HEART*...

"GET HOME, PAL.

"WE KNOW WHERE SHE'S *HEADED*, DON'T WE?

"AND YOU BETTER BE THERE TO WARN *MARY JANE* BEFORE GWEN ARRIVES..."

INTERLUDE 1

SOMEWHERE IN THE DEPTHS OF THE OCEANS THAT COVER THREE-QUARTERS OF THE EARTH'S SURFACE SAILS A VAST SUBMARINE, THE LARGEST CRAFT OF ITS KIND...

SINCE THE FALL OF HIS STRONGHOLD AT THE SOUTH POLE, THIS HAS BEEN THE MOBILE BASE OF OPERATIONS OF THE WORLD'S MOST BRILLIANT GENETICIST--THE SELF-APPOINTED ARCHITECT OF HUMANITY'S FUTURE...

WE DID OUR BEST, HIGH EVOLUTIONARY.

IF THE FLIGHT-POD HADN'T BEEN ON THE VERGE OF A TOTAL POWER LOSS, WE WOULD HAVE CAPTURED THE GIRL--

-- AND DEALT WITH SPIDER-MAN.

I'M DISHEARTENED, QUINT.

WHEN I PROMOTED YOU TO CHIEF GATHERER, REPLACING THE DEPARTED, DR. STACK, I TOLD YOU THERE REMAINED ONLY ONE MISSION FOR YOUR TEAM TO ACCOMPLISH, NOW THAT THE GENETIC BOMB IS ALMOST READY FOR DETONATION.

WHAT IS THAT MISSION, PROFESSOR QUINT?

SHE IS AN ANOMALY, QUINT.

A BEING WHO SHOULD NOT EXIST. A GENETIC FREAK. AN IMPOSSIBILITY.

I MUST STUDY HER GENETIC STRUCTURE. I MUST UNDERSTAND.

GATHER HER, QUINT. CAN YOU DO THAT?

ABSOLUTELY.

PURIFYING THE HUMAN RACE, PREPARING IT FOR ADVANCEMENT TO THE NEXT STAGE OF EVOLUTION-- THIS IS OUR SACRED OBLIGATION, QUINT.

HUMANITY'S FUTURE DEPENDS ON US.

IN THE MEANTIME, ONE TASK REMAINS WHICH ONLY I MAY PERFORM.

TO GATHER THE WOMAN WHO CALLS HERSELF GWEN STACY. PERHAPS IF YOU TOLD US WHAT MAKES HER SO SPECIAL--

WE MUST NOT FAIL.

THERE EXIST CREATURES WHO WERE ONCE AS HUMAN AS YOU, NOW RAISED TO THE LEVEL OF GODS.

ARE THEY HUMANKIND'S GENETIC FUTURE QUINT?

I MUST KNOW.

I WILL LEARN.

END INTERLUDE

"I HATE THIS.

"SNEAKING AROUND BEHIND MJ'S BACK: THAT'S WHAT THIS FEELS LIKE...

"I WISH SHE'D BEEN HERE WHEN I GOT HOME.

"MJ.

"NOT GWEN."

UH-HUH.

"I'M SOOO CONFUSED.

"WHY DOES THINKING ABOUT GWEN MAKE ME FEEL GUILTY?

"WHAT HAPPENED BETWEEN US ENDED LONG AGO ON A BRIDGE, AND I DON'T THINK ABOUT IT ANYMORE.

NOT MUCH.

"WHERE IS THAT THING?

"I SAW IT WHEN WE WERE PACKING FOR THE MOVE, I'M SURE I PUT IT--

"HERE.

"DO I REALLY WANT TO LOOK AT THIS?

YOU BET.

"NOTHING LIKE A GOOD WALLOW IN THE MUDDY PATHWAYS OF MEMORY LANE.

"BY THE TIME MARY JANE COMES HOME, MAYBE FIVE MINUTES LATER, I'M ALREADY REAL DEPRESSED."

YO, TIGER! LOOK WHAT I GOT:

LOOT!

"I'M NOT IGNORING HER."

ONE OF THE PERKS OF HIGH FASHION MODELING: A DICARMO ORIGINAL, ALL MINE, 'CAUSE I WAS SUCH A DARLING ON THE SET. LET'S CELEBRATE. MY TREAT.

"I JUST CAN'T THINK OF A THING TO SAY."

DINNER AT SHANIGAN'S, DANCING AT THE TUNNEL--

--HELICOPTER CRUISE AT DAWN-- WHAT DO YOU SAY, TI--

--

PETER?

YOU OKAY?

CORNY AS IT SOUNDS, YOU LOOK LIKE A MAN WHO'S SEEN A GHOST.

GHOST.

YEAH, THAT'S THE WORD FOR IT, MJ.

SHE'S BACK.

WHO'S BACK, PETER?

BLACK CAT? SILVER SABLE? MADONNA?

OH, NO...

"GWEN STACY.

"THE LOVE OF MY LIFE BEFORE YOU WERE THE LOVE OF MY LIFE, MARY JANE.

"I WISH I COULD SAY SHE DOESN'T MATTER TO ME ANYMORE.

"I WISH I COULD SAY THE FEELINGS WERE GONE...

"I WISH... SHE'D JUST STAY DEAD."

INTERLUDE 2

SOMEWHERE NEAR THE CENTRAL EXPLODING CORE OF OUR TEN-BILLION-YEAR-OLD GALAXY, A VAST ALIEN **CRAFT** DRIFTS ON A TIDE OF NEUTRONS...

...LIKE SOME COSMIC **BEHEMOTH** DROUSING ON A DEEP OCEAN CURRENT.

LARGER THAN A SMALL STAR, MASSING NO LESS THAN AN ENTIRE PLANETARY SYSTEM, IT IS HOME TO A RACE OF BEINGS KNOWN AS **THE CELESTIALS.**

WHAT POWERS THESE **CELESTIALS** POSSESS, WHAT PURPOSES THEY PURSUE, NO **HUMAN** MIND CAN EASILY IMAGINE.

IN SPITE OF HIMSELF, THE **HIGH EVOLUTIONARY** IS QUITE... **IMPRESSED.**

INCREDIBLE.

INCREDIBLE THAT CREATURES AS **POWERFUL** AS THESE COULD THREATEN THE EARTH--

-- AND AFTERWARD, WIPE **ALL TRACE** OF THEIR EXISTENCE FROM THE MINDS OF ORDINARY MEN.

ORDINARY MEN, BUT NOT THE **HIGH EVOLUTIONARY.**

I REMEMBER **EVERYTHING.**

THE CELESTIALS CAME TO JUDGE HUMANITY'S GENETIC FITNESS TO SURVIVE.

HUMANITY PASSED THE TEST TO MY CONSIDERABLE SURPRISE.

WHEN THEY LEFT EARTH, THE CELESTIALS TOOK TWELVE GENETICALLY-ENHANCED HUMANS WITH THEM.

"YOUNG GODS" THEY WERE CALLED--

--WHOSE POWERS REPRESENT THE TWELVE GREAT ACCOMPLISHMENTS OF HUMANKIND--

--MEN AND WOMEN CHOSEN FOR TRANSFORMATION BY THE "GODS" OF SEVERAL MYTHOLOGICAL PANTHEONS.*

ALL THIS I LEARNED WHEN I TELEPATHICALLY SCANNED THE CELESTIALS' MOTHERSHIP MONTHS AGO.

* SEE OUR FACT PAGES FOR MORE DETAILS.--JM

SINCE THEIR ARRIVAL HERE, THE SO-CALLED YOUNG GODS HAVE BEEN IN "TRAINING"--

--LEARNING THE USE OF THEIR POWERS UNDER THE TUTELAGE OF TWO ALIEN WARRIORS.

AH. THERE THEY ARE.

NOW TO OBSERVE, UNSEEN IN MY PSYCHIC PRESENCE.

SLOW DOWN, MOONSTALKER.

THIS IS PRACTICE, NOT COMBAT.

YOU ALWAYS SAY I DON'T TAKE TRAINING SERIOUSLY ENOUGH, CARTER, AND THEN WHEN I DO--

USE BRIGHT SWORD'S GOD-NAME, MOONSTALKER.

HUMAN NAMES FOR PRIVATE CONVERSATION ONLY.

INUPAIT ESKIMOS UNDERSTAND ALL ABOUT SECRET NAMES, KATOS.

THEY'RE FOR FRIENDS.

GODS CAN BE FRIENDS, TOO, CAN'T WE?

NOT WHEN WE TRAIN, LITTLE PUFFIN.

SPIKES!

MINDSINGER!

NO FAIR CHANGING YOURSELF WHEN I'M NOT LOOKING!

ALL'S FAIR IN LOVE AND WAR, SPEEDY ONE.

WHAT WAR?

WHY DO WE HAVE TO TRAIN ALL THE TIME, ANYWAY? I WANT TO GO HUNTING!

YOU TRAIN BECAUSE THE CELESTIALS *WISH* IT, MOON-STALKER. THAT'S REASON ENOUGH.

HIGHNOTE, DON'T LET *HARVEST* TANGLE YOU IN THE GRASS *AGAIN*. SING HER A SONG.

SPLICE, WATCH YOUR BACK.

I'M *WATCHING*, JUNIPUR.

KATOS TRAINS HIS PUPILS IN *DEFENSIVE* WARFARE. I'D RATHER MY STUDENTS LEARN AN AGGRESSIVE *OFFENSE*.

UNDERSTAND ME, SPLICE?

YES, JUNIPUR.

THOOM

≠WHEW!≠ IF I RAISED THAT WALL ANY SLOWER, I WOULD HAVE BEEN *CREAMED!*

VARUA, THIS IS WRONG--LATELY, OUR TRAINING HAS BECOME MORE AND MORE *VIOLENT*.

WE MUST *PROTEST*.

AS OUR SPIRITUAL LEADER, YOU SHOULD--

CALCULUS, SHUT UP...

PARDON?

I SENSE A *PRESENCE*--

AYE, AND IT'S *ME* YOU'RE SENSING, VARUA, MY GIRL.

A WEE BIT *TARDY*, I MIGHT ADD.

SEA WITCH... DON'T--

AND MISS THE *FUN* OF SEEIN' MISS HIGH AN' MIGHTY GET DUNKED?

FAITH, BUT EVEN AFTER ALL THIS TIME WE'VE BEEN SPENDING TOGETHER--

--YOU DON'T *KNOW* ME VERY WELL, DO YOU?

SPLOOSH

≥COUGH!≤

≥OOF!≤

I HEARD WHAT VARUA SAID, EVERBODY-- AND I FELT IT, *TOO!*

A PRESENCE IN MY MIND, *WATCHING!*

BUT I KNOW WHAT YOU'RE GOING TO *SAY*... THERE GOES *DAYDREAMER*, "DAYDREAMING" AGAIN!

... SO, JUST TO *PROVE* I'M NOT IMAGINING THINGS...

... I'LL MAKE OUR VISITOR *VISIBLE*.

EXCELLENT, CHILD.

A RATHER *BRUTISH* USE OF MENTAL POWER, BUT WELL DONE IN ITS WAY.

MAY I SAY I FOUND YOUR EXPLOITS HERE *ENTERTAINING*, AS WELL AS *ENLIGHTENING*?

WHO--?

MY NAME IS UNIMPORTANT.

YOUR GENETICS ARE INTRIGUING, I ADMIT, BUT NOW I SEE YOU ARE *IRRELEVANT* TO MY PURPOSES.

I CAME SEEKING GODS, AND FOUND ONLY *CHILDREN* WITH GOD-LIKE POWERS.

FORGIVE THE INTRUSION...

CLEARLY, MANKIND'S GENETIC DESTINY LIES ALONG A *DIFFERENT* PATH.

DAYDREAMER, *STOP* HIM! DON'T LET HIM GO!

I'M *TRYING*, BRIGHT SWORD--

--BUT I CAN'T!

I DEAL IN DREAMS AND VISIONS.

WHOEVER THAT WAS, HIS POWERS WERE *STRONGER* THAN MINE.

ARE YOU ALL RIGHT, KATRINKA? HE DID NOT *HURT* YOU?

OH, I'M *FINE*, GREGOR LOVE. BUT I KEEP TELLING YOU, MY NAME'S *CATHERINE*, NOT--

PLEASE, DAYDREAMER, FOR ONCE, STICK TO THE *SUBJECT*.

DID YOU *SENSE* ANYTHING ELSE--?

BAD *DREAMS*, CALCULUS, *DEADLY* DREAMS.

SURELY YOU *EXAGGERATE*.

JUNIPUR HAS TAUGHT YOU AND YOUR TEAM TO SEE ENEMIES *EVERYWHERE*--

I'M AFRAID SHE'S RIGHT THIS TIME, KATOS. I SENSED MUCH THE SAME-- *VIOLENCE*, AND *DEATH*...

GEE, *THANKS*, VARUA. NICE TO KNOW WE SAW THE SAME THING...

...FOR *ONCE*.

NO ARGUING, YOU TWO.

DAYDREAMER, SHOW US THE *DREAMS*.

OKAY, JUNIPUR. BUT IF YOU HAVE TROUBLE *SLEEPING* TONIGHT, JUST REMEMBER--

"--YOU *ASKED*."

A FLASH OF LIGHT, A GLIMPSE OF DARKNESS-- SHIVERING HEAT AND BURNING COLD:

THE IMAGE COMES, IMPRINTING ITSELF IN ALL OF THEIR MINDS IN AN INSTANT.

AND IN AN INSTANT IT IS GONE.

THAT BEING PLANS THE EVOLUTIONARY *GENOCIDE* OF HUMAN-KIND.

HORRIBLE. BUT NO CONCERN OF OURS.

ARE YOU *INSANE--?*

KATRINKA!

OOOOHH

THESE DREAMS ARE NOT FOR A *DELICATE* SOUL LIKE YOURS, KATRINKA--

I'M TOUGHER THAN YOU THINK, GREGOR.

"BUT THANKS FOR THE *HAND*, ANYWAY."

KATOS, YOU DON'T SUGGEST WE *IGNORE* THIS?

OUR STUDENTS WERE GRANTED *GODLIKE* POWER.

THEY MUST USE THAT POWER TO *PROTECT* HUMANITY FROM IT-SELF -- FROM ITS OWN INHERENT EVIL NATURE.

NO, JUNIPUR.

THIS *EVOLUTIONARY* CRISIS IS A *HUMAN* PROBLEM, TO BE *SOLVED* BY HUMANS.

OUR STUDENTS MUST BE *GUARDIANS*, NOT *PROTECTORS*.

THEY HAVE NO RIGHT TO INTERFERE IN *HUMAN* DESTINY.

WE AGREE.

AND WE *DISAGREE*.

"DON'T INTER-FERE" COST SIX MILLION JEWS THEIR *LIVES* DURING THE *HOLOCAUST*.

AS AN ISRAELI, I WILL NEVER ALLOW SUCH *GENOCIDE* TO HAPPEN AGAIN.

HIGHNOTE, SING US TO *EARTH*!

<¡LO QUE USTED QUIERA, MI AMIGO!>

HIIIIII

MMMMM, I LOVE IT WHEN RAOUL DOES THAT.

MAKES ME ALL *TINGLY* INSIDE...

NO! STOP! THIS IS--

HIIIIII

--WRONG.

VANISHED. HIGH-NOTE HAS *TRANS-PORTED* THEM TO EARTH BY HIS SONG-SPELL.

WHATTA WE *DO*, TEACH?

STOP THEM, CADUCEUS...

"...BEFORE THEY BRING *DISASTER* TO ALL *HUMANITY*."

END INTERLUDE

I CAN'T BELIEVE THIS IS *HAPPENING*, PETER.

WHEN GWEN WAS ALIVE, I KNEW I NEVER HAD A *CHANCE* WITH YOU.

AFTER ALL, SHE WAS SMART, EDUCATED, A LADY-- AND WHAT WAS *I*?

A CHEAP DATE. EMPHASIS ON *CHEAP*.

DON'T SAY THAT, MJ.

C'MON, TIGER. WE BOTH KNOW IT'S *TRUE*.

IF GWEN STACY WAS A BEAUTY QUEEN, THEN I WAS A PIN-UP GIRL.

STOP IT. YOU'RE JUST *HURTING* YOURSELF.

GWEN IS *DEAD*, MARY JANE.

THAT GIRL IS HER *CLONE*. MY COLLEGE BIOLOGY PROFESSOR CREATED HER SOMEHOW BECAUSE HE WAS *OBSESSED* WITH HER.*

*AS TOLD IN THE SEMI-CLASSIC *AMAZING SPIDER-MAN #148*. -- JIM.

PROFESSOR WARREN COULDN'T STAND THE IDEA GWEN WAS *DEAD*-- AND IT DROVE HIM *INSANE*, FINALLY *KILLED* HIM.

HE COULDN'T ACCEPT HER DEATH, BUT *I* DID.

GWEN'S JUST A *MEMORY* NOW.

"LIAR."

YOU'RE THE ONE I LOVE, MJ.

ONLY *YOU*...

"LIAR. LIAR. LI--"

BRRNG

"THE DOORKNOB FEELS SLIPPERY.

"MY PALMS ARE WET.

"FUNNY.

"I'VE FACED DOC OCTOPUS, TOMBSTONE, HOBGOBLIN, AND EVEN THE KINGPIN HIMSELF--

"--BUT *NEVER* WITH SWEATY PALMS.

"WHO'D HAVE THOUGHT I'D BE AFRAID OF *HER*?"

PETER!

OH, THANK HEAVEN--!

THESE MEN TRYING TO *KILL* ME--YOU'RE THE ONLY ONE I COULD THINK TO TURN TO-- AND THEN YOU'D *MOVED*-- CALLED BETTY BRANT--SHE SEEMED SO *STRANGE*, PETER--TOLD ME WHERE TO FIND YOU--

--NEED YOUR HELP-- I'M SO *FRIGHT*--

"THE COSTUME."

NO!

"WHY DIDN'T I TAKE IT OFF?

"I KNEW SHE'D BE COMING, I KNEW SHE'D BE FRIGHTENED OF SPIDER-MAN.

THE PARKERS

GWEN! COME BACK!

"IS THAT WHY I KEPT IT ON?

"TO PROTECT MYSELF FROM HER SOMEHOW?

"SINCE WHEN DO I NEED PROTECTING FROM GWEN STACY?

MJ, I'VE GOTTA GO AFTER HER.

SHE'S SCARED, IN TROUBLE--AND IT MAY BE TROUBLE BIGGER THAN ALL OF US.

(NOT GWEN. GWEN IS DEAD.)

YOU STILL LOVE HER.

CLONE OR NOT, REAL OR NOT--

YOU LOVE HER,

MJ, THAT'S NOT--

TRUE.

--

LOOK.

I'LL ADMIT I'M CONFUSED.

THIS IS STIRRING UP STUFF I HAVEN'T DEALT WITH IN YEARS.

THEN HELP HER, PETER.

HELP HER.

AND WHEN YOU'RE DONE, COME HOME TO ME WITH A CLEAR HEART--

"-- OR DON'T COME HOME AT ALL."

"FIND HER.

"THERE.

HONK HONK HOOONNK

"SAVE HER--

"SAVE HER."

GWEN, WE'VE GOT TO TALK.

HOONK

BOOKS

GET AWAY FROM ME-- YOU KILLED MY FATHER--

"SHE FEELS SO WARM, SO ALIVE."

"BUT SHE STRUGGLES LIKE A FRIGHTENED CAT."

KILLED YOUR--?

GWEN, CAPT. STACY DIED SAVING A KID FROM A FALLING BUILDING,* I DIDN'T TOUCH HIM.

BUT YOU ALWAYS BLAMED ME FOR THAT, DIDN'T YOU?

"SPIDER-SENSE.

"NOT NOW.

*IN THE CLASSIC AMAZING SPIDER-MAN # 90.--J.S.

THE SAME WAY I ALWAYS BLAMED MY-SELF FOR WHAT HAP-PENED TO YO--

YAAA

"STUPID.

"EMOTIONS OVERRODE MY SPIDER-SENSE.

"FORGOT THOSE GUYS WHO WANTED TO GRAB GWEN.

"BUT THEY DIDN'T FORGET US--

EEEEEEEE!

"GWEN ALWAYS WAS A SCREAMER.

(GWEN IS DEAD.)

"BACK HURTS.

"EYES HARD TO FOCUS.

"I BLINK, LOOK--!!

AW, NO...

BY RIGHTS, I SHOULD **PUNISH** YOU FOR YOUR CONTINUED INTERVENTION IN MY EMPLOYER'S AFFAIRS.

I'D LIKE THAT.

BUT WHY BOTHER?

I HAVE WHAT I WANT, AND YOU'RE NOW AN **IRRELEVANCY.**

AND IN A MATTER OF DAYS YOU'LL BE A **DEAD** IRRELEVANCY.

POOM

GOODBYE, SPIDER-MAN.

"I'M **LOSING** HER.

"LOSING--

--GWEN!

"NOT AGAIN.

POOM!

"I SWEAR, NOT AGAIN!

"UH-OH."

WHAT THE--? HOW--?

OBVIOUSLY, HE ATTACHED HIMSELF TO YOUR SUIT'S *TELEPORTATION FIELD*, QUINT.

PURIFIERS, REMOVE HIM.

QUINT, PUT THE CLONE IN THE *GENE TESTER*.

WHEW! TALK ABOUT *TENSE*. TALK ABOUT *HOSTILITY*.

BZAM

YOU BOYS NEED A NICE LONG *VACATION*, SOMEWHERE YOU CAN UNWIND, RELAX.

THONK

ZAMM

TIMES SQUARE AT RUSH HOUR. *NEW ORLEANS* DURING *MARDI GRAS*, *LOS ANGELES* IN AN EARTHQUAKE.

CALL YOUR *TRAVEL* AGENT.

TRUST ME.

"MY HEART'S BEATING FASTER THAN A HEAVY METAL *DRUM SOLO*.

"I CAN'T SEE *GWEN*.

(YEAH, YEAH, I KNOW, I KNOW.)

"WHERE *IS* SHE?

"WHAT ARE THEY *DOING* TO HER?"

LIGHTEN UP, YOU GUYS.

ZAM

THIS THING'S BEGINNING TO REMIND ME OF AN ACTION-TOY TV SHOW.

KEAK

GIANT ROBOTS, RAY GUNS, AND POWER SUITS--

GIVE ME A BREAK.

ZAK ZAM

"NO GOOD.

"TOO MANY OF THEM, TOO FEW OF ME.

"WHAT I NEED IS A MIRACLE."

HEY!

HEY--

HIIIII

"WITH A SOUND LIKE ELLA FITZGERALD BREAKING A WINEGLASS, SEVEN PEOPLE APPEAR OUT OF **NOWHERE.**

"AND RIGHT ON **CUE**, HERE IT COMES.

THOSE ARE THE ONES I DREAMED ABOUT!

STOP THEM!

"UH...

"DID I SAY PEOPLE?

"MY MISTAKE."

MY PLEASURE TO BEGIN, KATRINKA.

AS POET, I RE-MADE LIFE INTO ART WITH WORDS. NOW I REMAKE BODY INTO WEAPON WITH WORDS.

ROLLER!

AND SO THE GODS LAUGH.

BWAOOM

LET THE GODS LAUGH, MIND-SLINGER.

THEY GAVE US OUR POWERS--MADE ME AN INDESTRUCTIBLE WARRIOR--

BZAM

THOOM

--TO SHOW THE CELESTIALS HUMANITY WAS WORTHY TO SURVIVE.

THEN THEY ABANDONED US. WE OWE THEM NOTHING.

SPLICE, YOUR SKILL AS A CRAFTS-WOMAN WAS LEGENDARY IN 19TH CENTURY AFRICA.

SHOW THESE MEN HOW THE ZULU DEITIES GAVE YOU A GOD-POWER TO MATCH YOUR HUMAN TALENT.

THE FLOOR--IT'S ALIVE--

"NOT ALIVE, BUT CLOSE.

"THEY SAY A GOOD CRAFTSMAN CAN BREATHE LIFE INTO A CHUNK OF WOOD OR A PIECE OF STONE.

CRONG!

"UH-HUH.

"I LOOK AROUND, AND SPOT THE BOSS.

"HE ISN'T WATCHING THE FIGHT, DOESN'T EVEN SEEM INTERESTED.

"I LOOK WHERE HE'S LOOKING AND I SEE--"

GWEN!

(IT'S NOT GWEN.)

(IT'S A CLONE, NO MORE REAL THAN A MEMORY.)

"YEAH, BUT MEMORIES ARE REAL.

"AND, CLONE OR NOT, SHE'S REAL, TOO.

YOWW!

"UNFORTUNATELY, SO IS THE GUY IN THE POWER-SUIT WHO GRABS MY ARM.

"THE PAIN'S SO GREAT, I ALMOST BLACK OUT.

"JUST THEN THERE'S ANOTHER FLASH OF LIGHT, A SOUND LIKE A BUBBLE POPPING--

"--AND THINGS REALLY GET COMPLICATED."

VARUA! YOU'VE DECIDED TO JOIN US AFTER ALL!

I'M AFRAID NOT, CARTER.

CALCULUS, TACTICS ARE *YOUR* DEPARTMENT.

GIVE US A *PLAN.*

OPEN YOUR MINDS. SEE THE *PATTERN?*

LOOKS AS EASY AS A THREE-CARD MONTE *SHUFFLE*, BRAIN-GUY.

COMPLIMENTS, CADUCEUS? *ASTOUNDING*

SAVE THE BANTER--

" --LET'S *CHARLESTON.* "

MOONSTALKER, DON'T MAKE ME *HURT* Y--

EH?

YOU CAN'T HURT WHAT YOU CAN'T *TOUCH*, CARTER.

BESIDES--

--THIS TIME, *SHE* ISN'T THE ONE YOU HAVE TO WORRY ABOUT, BRIGHT SWORD--

WHOOM!

--I AM.

HEY, SPLICE-- YOU LOOK *STRESSED.*

GET SOME REST.

DOCTOR'S *ORDERS.*

YOUR PUPILS ARE AS SKILLED AS THEY ARE *MISGUIDED*, KATOS.

WHY DO YOU OPPOSE US SO *FIERCELY?*

BECAUSE HUMANITY MUST BE *FREE*, JUNIPUR.

EVEN IF FREEDOM MEANS *DEATH?*

"ESPECIALLY THEN."

"YEAH, SURE.

"I HEAR THEM TALKING--

"-- BUT RIGHT NOW I'VE GOT PROBLEMS OF MY **OWN**.

KRAM

"GWEN HASN'T **MOVED** FOR THE LAST FIVE MINUTES.

"NEITHER HAS THE BIG BOSS.

"HE JUST STANDS THERE, STARING AT A **COMPUTER SCREEN** FILLED WITH PATTERNS AND NUMBERS.

"AND THE THING IS, HE DOESN'T LOOK **HAPPY**.

"EVEN SO, WITH ALL THIS STUFF GOING ON, I CAN'T HELP **WONDERING**...

"WHY ARE THOSE GUYS FIGHTING **EACH OTHER**?

"IS THE WHOLE WORLD NUTS, OR IS IT JUST **ME**?"

FOLLOW THE **PATTERN**, GENII, DON'T ALLOW BRIGHT SWORD TO REGAIN INITIATIVE.

CADUCEUS, DISENGAGE, YOUR POWERS OF **HEALING** ARE BETTER EMPLOYED DEFENSIVELY.

MOONSTALKER, WATCH YOUR BACK--

YOUR PUPIL CALCULUS IS A FINE **TACTICIAN**, KATOS.

A PITY HE NEVER LEARNED THE **FUTILITY** OF PASSIVE DEFENSE.

STOP HER, JUNIPUR. THIS GOES TOO **FAR**.

--REGROUP WITH HARVEST, AND TOGETHER--

--UH--

GOODNIGHT, CALCULUS.

SWEET DREAMS.

"WHEN I WAS SIX OR SEVEN I HAD THIS RE-CURRING **NIGHTMARE**:

"IT'S RAINING, AND I'M IN THE HOUSE ALONE, AND SUDDENLY THE **LIGHTS** GO OUT.

"WHEN YOU'RE SIX YEARS -OLD, A DARK HOUSE IS SCARY **ENOUGH**...

"BUT THEN, IN THE DREAM, I HEAR **FOOT-STEPS** IN THE STREET.

"**HEAVY** FOOT-STEPS, SO LOUD THE GROUND SHAKES AND THE WINDOWS RATTLE.

"I LOOK OUTSIDE AND THERE'S A **GIANT** ON THE LAWN.

"I TRY TO HIDE, BUT THE GIANT SEES ME, AND HE **GRABS** ME...

"...AND HE STARTS TO **SQUEEZE**!!

THE WORLD...

...WHAT HAPPENED TO THE WORLD...

THE WORLD IS A DREAM, CALCULUS, AND YOU JUST WOKE UP.

WHAT DOES YOUR LOGICAL MIND SAY ABOUT *THAT*?

NO...

NOOOOOO

OH!

CALCULUS, I'M SORRY-- I DIDN'T MEAN TO--

--SOMEBODY, HELP!

NOOOOOOOO

LORDS OF THE NINTH REALM, I WAS AFRAID SOMETHING LIKE THIS MIGHT HAPPEN!

THEY'RE CHILDREN, JUNIPUR-- CHILDREN WITH POWERS BEYOND THEIR CONTROL!

JUNIPUR, SAY HE'LL BE ALL RIGHT!

KATOS?

I DON'T KNOW, JUNIPUR... I DON'T KNOW...

"... AND SQUEEZE, UNTIL I JUST CAN'T BREATHE.

"I USED TO WAKE UP SWEATING AND SICK TO MY STOMACH.

UHHH

"PRETTY BAD DREAM.

"THE REALITY IS A WHOLE LOT WORSE."

CONSIDER THIS PAYBACK FOR THE HUMILIATION YOU CAUSED ME, SPIDER-MAN.

"I KNOW THIS CREEP.

"HE'S THE CLOWN WHO TAKES PRIDE IN HIS WORK."

HEY, PAL. I'M NO KID, THIS IS NO DREAM--

CHOOM

-- AND YOU'RE NO GIANT.-

"THE CONTROL PANEL CRUMPLES LIKE WET NEWSPAPER.

"WIRES BREAK, CIRCUITS FUSE, THINGS GET MESSY."

YAAAHH!

"AS A NIGHTMARE, THIS GUY'S A BUST.

"GWEN HASN'T MOVED IN, WHAT, TEN MINUTES?

"FUNNY, NOBODY'S HOLDING ME ANYMORE BUT I STILL CAN'T BREATHE."

DON'T BE DEAD--

=NNGHH=

SKRUNCH

"SOMETIMES I DON'T KNOW MY OWN STRENGTH.

"HER EYES OPEN, AND WHEN SHE SEES ME, THE FEAR IN HER FACE MAKES MY HEART GO COLD--

"-- AND I SAY SOMETHING TRULY **STUPID**: "

DON'T BE AFRAID.

IT'S ME.

PETER.

"THEN SHE'S IN MY ARMS, HER BREATH SHUDDERING ON MY CHEST, AND THE YEARS ARE **GONE**.

" I'VE MISSED YOU.

"THE FEEL OF YOU, THE WARMTH OF YOU.

" THE WAY WE FIT.

"AND JUST LIKE THAT..!"

...IT'S OVER.

YOU'RE NOT THE *GWEN* I KNEW.

AND EVEN IF YOU WERE, EVEN THOUGH I STILL **CARE** FOR YOU...

...I'M IN **LOVE** WITH SOMEONE ELSE.

PETER?

DON'T LEAVE ME...

I WON'T.

I'LL GET YOU HOME.

BUT FIRST, NOW THAT THINGS HAVE *SETTLED DOWN* A BIT, I WANT A FEW *ANSWERS*...

HIS MIND'S BUSTED-UP PRETTY BAD.

WHAT'D YOU *DO*, DAYDREAMER, USE HIS BRAIN FOR A *PUNCHING BAG*?

I'M S-SORRY...

ANGER HELPS *NOTHING*, CADUCEUS.

CAN YOU *HEAL* HIM?

I'M A *PHYSICAL* HEALER, KATOS.

GOT A BRUISE, A WOUND, A SNIFFLE -- I'M YOUR MAN.

OR *GOD*.

MENTAL STUFF IS MORE *VARUA'S* LINE THAN MINE.

BUT BACK IN CHICAGO, THE SLICKS WORKIN' THE LOOP HAD A *SAYING*:

NOOOOO!

"DON'T TRY, YOU *DIE*."

GUESS WE WERE RIGHT.

...THE WORLD...

...IT'S BACK. I'M BACK. WHAT HAPPENED?

TELL YOU LATER, CAL OLD PAL. YOU'RE GONNA BE *OKAY*.

JUST DON'T THINK TOO *HARD* THE NEXT FEW DAYS.

JUNIPUR, *MI MAESTRA*, WE MADE A ***MISTAKE*** COMING HERE, I THINK.

PERHAPS, WE SHOULD ***NOT*** PROTECT HUMANITY, IF IT MEANS WE FIGHT EACH OTHER.

I'M ASHAMED OF YOU, ALL OF YOU.

LEAVE THEN.

WE'LL DISCUSS THIS IN CLASS ***TOMORROW.***

UH, EXCUSE ME.

"CLASS"?

WHO ***ARE*** YOU PEOPLE?

WE ARE ***GODS***--

--OR SOMEDAY ***WILL*** BE, WHEN WE HAVE LEARNED THE MEANING OF ***GODHOOD.***

UNTIL THEN, WE ARE CHILDREN LIKE ***YOU.***

HIGHNOTE--

--SING US ***HOME.***

HIIIIIII

"EVERY ***SOUND*** I EVER HEARD, EVERY INSTRUMENT, EVERY NOTE--

"--RAISED PAST THE HIGH END OF ***HEARING***--

"--PACKED IN A SINGLE ***VOICE***:

HIIIIIIIIIIIIIII

"THAT'S THE SONG HIGH-NOTE ***SINGS.***

"BEHIND ME GWEN MAKES A CHOKING NOISE.

"I KNOW HOW SHE FEELS.

"MY TEETH ACHE.

ENOUGH OF THIS. YOU HAVE DISRUPTED MY OPERATIONS AND *DISTRACTED* ME FROM MY MAIN PURPOSE.

WERE I VINDICTIVE, I WOULD *DESTROY* YOU. INSTEAD, YOU MUST LEAVE.

NOT SO FAST, PAL. WHAT DID YOU WANT WITH *GWEN?*

WITH THE WOMAN YOU CALLED GWEN STACY, *NOTHING.*

MY INTEREST WAS WITH THE INDIVIDUAL PURPORTING TO BE HER *CLONE.*

MY GATHERERS LEARNED OF HER EXISTENCE AND ORIGIN FROM THE FILES OF HER "CREATOR," *PROFESSOR MILES WARREN.*

I ASKED MYSELF, HOW COULD A MERE UNIVERSITY BIOLOGY PROFESSOR ACCOMPLISH A TECHNICAL MIRACLE SUCH AS NEARLY INSTANTANEOUS *CLONING?*

MY STUDY OF THIS WOMAN'S GENETIC STRUCTURE, COMPARED TO THAT OF GWEN STACY, SHOWS THAT HE *DID NOT.*

"THIS IS *SURMISE*: WISHING TO RECREATE GWEN STACY, WARREN KIDNAPED *ANOTHER* FEMALE OF SIMILAR AGE AND GENOTYPE.

"HE INFECTED THIS WOMAN WITH A *GENETIC VIRUS* THAT TRANSFORMED HER ON A CELLULAR LEVEL INTO A NEAR DUPLICATE OF THE ORIGINAL.

"BUT THE DUPLICATION, WHILE IMPRESSIVE, WAS NOT *EXACT.*

"THIS WOMAN IS NOT, AND *NEVER WAS*, GWEN STACY'S CLONE."

NO!

WHAT ARE YOU *SAYING?*

THAT I DON'T *EXIST?*

EASY--

IN YOUR HEART, YOU BOTH KNOW THE TRUTH. INDEED, YOU HAVE *ALWAYS* KNOWN.

WHETHER YOU CHOOSE TO ACCEPT OR DENY THE TRUTH IS UP TO *YOU.*

"WE'RE BACK.

"I THINK IT SHOULD FEEL LIKE WAKING FROM A DREAM..."

PETER, HE'S WRONG!

HE'S GOT TO BE WRONG--

404

ISN'T HE?

"...BUT IT DOESN'T.

ISN'T HE?

"IT FEELS TOO REAL.

"WHAT HAPPENS NEXT MAKES ME WONDER..."

IT'S ALL RIGHT.

THE BAD DREAM IS OVER.

TIME TO WAKE UP.

DAYDREAMER, RIGHT?

WHAT DID YOU DO--?

I TOOK AWAY HER *ILLUSIONS.*

DREAMS AND ILLUSIONS ARE MY SPECIALTY.

I SENSED HER *NEED* BACK AT THAT FORTRESS, BUT MY FRIENDS WANTED TO GO--

--AND I WAS *UPSET.*

I'VE GOT TO GET BACK BEFORE THEY *MISS* ME. SOMETHING STRANGE IS UP.

KEEP THIS OUR *SECRET,* OKAY?

"OKAY.

"I WATCH THE OTHER ONE WALK AWAY.

"AND IT HITS ME:

"I DON'T EVEN KNOW HER NAME.

"AND I THINK ABOUT THE TRUTH.

"DID I KNOW?

(YES.)

"DID I HOLD ONTO THE LIE THAT GWEN WAS "ALIVE" BECAUSE THE PAIN OF LETTING GO WAS JUST TOO GREAT?"

(OH, YES.)

GWEN'S GONE, MARY JANE.

SHE'S BEEN GONE A LONG, LONG TIME.

I KNOW. EVEN SO, SHE'S ALWAYS BEEN BETWEEN US, PETER. LIKE A GHOST IN YOUR HEART.

DO YOU STILL LOVE HER?

OF COURSE.

BUT I LOVE YOU MORE THAN I EVER LOVED HER.

I LOVE HER AND I MISS HER AND SHE'S DEAD.

GWEN WAS MY PAST, MJ. YOU'RE MY FUTURE.

FORGET THE FUTURE. I'D RATHER LIVE RIGHT NOW.

ME, TOO. THIS MOMENT IS ALL WE EVER HAVE.

AND IT'S ENOUGH.

MORE THAN ENOUGH...

END

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the SPECTACULAR SPIDER-MAN

IF GWEN STACY WASN'TA CLONE··

HERE LIES
MILES WARREN

··WHAT ABOUT CARRION?

PROLOGUE: MIDTOWN MANHATTAN, 2:45 a.m., HE IS OUTSIDE THE OFFICE TOWER OWNED BY WILSON FISK, A.K.A. "THE KINGPIN OF CRIME."

HE IS FAR FROM HIS HOME...

...AND THE SCENTS OF THIS CITY ARE STRANGE TO HIM.

YET HE HAS NO DIFFICULTY FINDING HIS WAY.

HIS PATH IS WELL LIT BY THE LIGHT OF AN ASHEN MOON.

C'MON, C'MON. WE'RE RUNNIN' LATE.

THIS STUFF'S HEAVY, LOU.

AW... YOU'RE BREAKIN' MY HEART.

I MEAN IT. WHO KNEW CASH COULD WEIGH SO MUCH?

HOW MUCH YOU FIGURE WE GOT HERE? FIVE, MAYBE TEN MILL?

DON'T GET ANY IDEAS.

THAT MONEY BELONGS TO THE *KINGPIN.* A DAY'S TAKE FROM OPERATIONS AROUND THE CITY.

JUST PUT IT IN THE *VAULT,* AND KEEP YOUR HANDS--

GRRRRR

THEIR CRIES EXCITE HIM.

THE SCENT OF THEIR FEAR SETS HIS HEART AFLAME.

WHAT THE--

SOME KINDA DOG--?

IT'S A WOLF!

GR...R...RRRR

LOOK OUT!

GET AWAY!

YAAAH!

BLOODLUST OVERCOMES HIM.

EVEN IF HE WANTED TO,,

...HE COULDN'T STOP THE KILLING,,,

...WHILE THE FEVER BURNS INSIDE HIM.

AND THE TRUTH IS...

...STOPPING IS THE FURTHEST THOUGHT FROM HIS MIND.

3:18 a.m. UPTOWN.

THE EAST SIDE APARTMENT OF **THE ARRANGER**, FIRST LIEUTENANT OF THE **KINGPIN**.

SIR!

WE GOT A CALL-- THE **VAULT**-- THERE'S BEEN TROUBLE--

HMM? WHAT?

THE VAULT? WHAT TIME IS IT?

OUR MEN-- SEVEN KILLED-- SLASHED. SOME KIND OF WILD ANIMAL--

-- AND WRITING-- ON THE VAULT WALL -- IN BLOOD--

IT SAYS--

"KINGPIN: THE WOLVES COME FOR YOU.'"

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

THE PLACE: A GRADUATE STUDIES SEMINAR AT EMPIRE STATE UNIVERSITY, IN DOWNTOWN MANHATTAN.

THE TIME: MID-MORNING.

THE MAN: PETER PARKER, PART-TIME BIOLOGY STUDENT, PART-TIME PHOTOGRAPHER FOR THE DAILY BUGLE, AND FULL-TIME FRIENDLY NEIGHBORHOOD WEB-SLINGER.

O.K. ACCORDING TO THE HIGH EVOLUTIONARY, THE SECOND GWEN STACY WASN'T A CLONE. I ACCEPT THAT.

IT NEVER MADE MUCH SENSE THAT MY COLLEGE BIOLOGY PROFESSOR WOULD BE ABLE TO CLONE A HUMAN BEING FROM A FEW CELL SAMPLES.

BUT THAT JUST BEGS THE QUESTION. IF GWEN WASN'T A CLONE, WHAT ABOUT THE OTHERS?

WHAT ABOUT CARRION?!

THE SITUATION: POTENTIAL PUBLIC HUMILIATION.

...SHARE THE BENEFIT OF YOUR INSIGHT, MISTER PARKER?

ONE LAST TRY TO TIE IT ALL TOGETHER, COURTESY OF...

GERRY CONWAY / SCRIPT | SAL BUSCEMA / ART | RICK PARKER / LETTERS | BOB SHAREN / COLOR | JIM SALICRUP / EDITOR | TOM DeFALCO / EDITOR IN CHIEF

HUH? WHAT? OMIGOSH!

I'M SORRY, SIR-- I WASN'T THINKING-- I MEAN, I *WAS* THINKING, I JUST WASN'T LISTENING-- I MEAN-- I WAS, BUT--

WHAT WAS THE QUESTION?

NEVER-MIND.

I REALIZE YOU'RE A RETURNING STUDENT, MR. PARKER--

--THUS I'M WILLING TO MAKE ALLOWANCES WHILE YOU RE-ADAPT TO ACADEMIA.

BUT THE *NEXT* TIME YOU FALL ASLEEP DURING MY LECTURE...

...I'LL BURN YOUR BUTT.

YOU'RE NOT A CAMPUS SUPER-STAR, ANYMORE, OLD MAN.

MAYBE YOU SPENT TOO MUCH TIME AWAY FROM SCHOOL. YOU'VE LOST YOUR TOUCH.

I'VE BEEN LIVING *LIFE*, McBRIDE.

AND REAL LIFE IS MORE THAN BOOKS.

BUT A GRIND LIKE YOU WOULDN'T KNOW LIFE IF IT BIT HIM IN THE NOSE-- WOULD HE, GIRLS?

SCORE ONE FOR PARKER, MALCOLM.

YEAH... SCORE ONE FOR HIM.

CREEP.

DUMB, PETER...

...MAKING ENEMIES WITH A KID LIKE *MALCOLM McBRIDE*.

HE'S ONLY ANNOYED BECAUSE I ACED HIM OUT OF A SMALL *RESEARCH GRANT* WE BOTH APPLIED FOR LAST MONTH.

McBRIDE RESENTS ME BECAUSE I'M A RETURNING STUDENT.

HE DOESN'T THINK I'M ACADEMICALLY *SERIOUS*...

...AND AFTER THE WAY I ZONED OUT DURING THE SEMINAR, I CAN'T BLAME HIM.

HI, PETER.

HI, ANNE-MARIE... PROFESSOR SWAN.

MIND IF I PURSUE AN *INDEPENDENT STUDY* TODAY?

NOT AT ALL, PETER. GODSPEED.

GOOD THING SWAN AND ANNE-MARIE ARE SO BUSY WITH THE PROFESSOR'S RESEARCH PROJECT.

OTHERWISE HE MIGHT WANT TO KNOW WHAT KIND OF INDEPENDENT STUDY INVOLVES SNEAKING INTO THE LAB BUILDING'S *BASEMENT.*

I THOUGHT ABOUT DOING THIS OFF AND ON FOR WEEKS...

...EVER SINCE I LEARNED THE TRUTH ABOUT GWEN STACY'S "CLONE." *

BUT THERE WERE SO MANY *DISTRACTIONS...*

* SEE SPECTACULAR SPIDER-MAN ANNUAL #7. -- JIM

...THE "*WEBS*" PROMOTIONAL TOUR, THE DEMON ATTACK ON NEW YORK, THE HOBGOBLIN'S RETURN...

...SO MANY DISTRACTIONS, SO MANY *EXCUSES.*

PROFESSOR WARREN'S LAB.

WHERE GWEN'S "CLONE" WAS BORN -- AND *CARRION* DIED.

WHAT A MESS.

AFTER CARRION'S DEATH, THE POLICE *SEALED* THIS LAB, PENDING AN INVESTIGATION -- WHICH NEVER TOOK PLACE.

I KEPT MEANING TO SEARCH IT, MYSELF, BUT SOMEHOW I NEVER DID.

MAYBE, SUBCONSCIOUSLY, I WAS AFRAID OF WHAT I'D FIND.

SPIDER-SENSE TINGLING... SOMETHING UNDER THIS STONE...

WELL, WELL, WELL.

"*THE SECRETS OF LIFE AND DEATH*," BY VICTOR VON FRANKENSTEIN?

NO... BUT SOMETHING ALMOST AS GOOD...

...THE PRIVATE RESEARCH JOURNAL OF *PROFESSOR MILES WARREN*...

...a.k.a. *THE JACKAL*...

...a.k.a.--IN ANOTHER INCARNATION-- THE CREATURE CALLED *CARRION*.

MAYBE THIS WILL GIVE ME THE *ANSWER* I'M LOOKING FOR.

YEAH, MAYBE.

AND ONCE I KNOW THE ANSWER...

...WILL I BE SORRY I ASKED THE QUESTION?

CREEP.

I FOLLOWED PARKER OVER HERE TO CHECK OUT HIS RESEARCH PROJECT. HE'S NOT A SERIOUS SCIENTIST.

IF I COULD PROVE HE FUDGED DATA OR FAKED RESULTS, HIS GRANT MIGHT BE RESCINDED.

--AND THEN THE GRANT MONEY WOULD GO TO *ME*.

BUT I DIDN'T EXPECT THIS.

IT'S DISGRACEFUL.

AN E.S.U. STUDENT SNOOPING ABOUT A SEALED LAB, STEALING BOOKS AND--

AHEM.

WHAT *HAVE* WE HERE?

INTERLUDE:

FEDERAL COURT...

...PHILADELPHIA, PENNSYLVANIA...

FEDERAL COURT BUILDING

...THE TRIAL OF JOSEPH ROBERTSON...

WITNESS FOR THE STATE: LONNIE LINCOLN, a.k.a., "TOMBSTONE."

MR. LINCOLN, YOU HAVE CONFESSED IN OPEN COURT TO THE MURDER OF ISADORE KIPPER, AN EMPLOYEE OF MR. OSWALD MONTANA...

...AT THE FEDERAL DOCKYARD IN PHILADELPHIA ON MARCH 14, 1968. *

AM I CORRECT?

THAT'S WHAT I SAID.

AND YOU HAVE IDENTIFIED MY CLIENT, JOSEPH ROBERTSON, AS BEING PRESENT AT THE TIME OF THAT MURDER.

* SEEN IN SPECTACULAR SPIDER-MAN #139. -- JIM

IT IS THE STATE'S CONTENTION THAT MR. ROBERTSON COMMITTED A MISPRISON OF FELONY... WHEN HE FAILED TO IMMEDIATELY NOTIFY THE FEDERAL AUTHORITIES OF WHAT HE WITNESSED.

THE DEFENSE CONTENDS MR. ROBERTSON FEARED BOTH FOR HIS LIFE AND HIS FAMILY'S SAFETY.

ISN'T IT TRUE YOU TRIED TO KILL MR. ROBERTSON WHEN HE FINALLY THREATENED TO EXPOSE YOU EARLIER THIS YEAR?

ME? NEVER.

THIS PHOTO SHOWS JOE ROBERTSON IN A HOSPITAL BED --

-- WHERE YOU PUT HIM.

LADY, I'M A CONFESSED MURDERER.

IF I WANTED ROBBIE DEAD, HE'D BE DEAD.

HONESTLY, I'D NEVER HURT THE GUY.

HE'S MY FRIEND.

OH, ROBBIE...

I'VE COVERED A LOT OF TRIALS SINCE YOU HIRED ME AS A REPORTER FOR THE BUGLE.

IT'S AGONY TO COVER YOURS...

KATE--? JOY MERCADO...

BERNHAMMER JUST FINISHED CROSS-EXAMINING *TOMBSTONE*...

... AND IT LOOKS BAD FOR ROBBIE.

EDITORIALS ARE *MY* DEPARTMENT, MERCADO.

DAILY BUGLE

JUST GIVE ME THE DETAILS.

TOMBSTONE MUST HAVE CUT A PLEA-BARGAIN WITH THE *FEDS* IN EXCHANGE FOR HIS TESTIMONY.

APPARENTLY THEY WANT TO MAKE AN *EXAMPLE* OUT OF ROBBIE:

"NEWSPAPER EDITOR IN CHIEF SHIELDS CONFESSED MURDERER."

AND THE WAY IT'S GOING THEY MIGHT MAKE IT STICK...

JOY'S A CYNIC, LIKE MOST REPORTERS--

-- BUT WHEN SHE MAKES A JUDGMENT, SHE'S USUALLY *ACCURATE.*

OH, ROBBIE...

♪ GOT MY MAN, AND HE LOVES ♪ ME... ♪

WHY SO HAPPY, GLORIA?

LOVE'S THE REASON, KATE.

I'M IN *LOVE.*

IMAGINE THAT?

AFTER ALL THESE YEARS AS JAMESON'S SECRETARY, I'M AMAZED YOU'VE GOT A HEART *LEFT*, GLORIA--

-- BUT ALL KIDDING ASIDE, I'M DELIGHTED FOR YOU.

YOU WOULDN'T KNOW HIM. HE'S FROM TEXAS.

WHO'S THE GUY?

HIS NAME IS *EDUARDO LOBO.*

WHAT?!

IT'S LIKE A DREAM...

GLORIA, SIT DOWN. WE *HAVE* TO TALK!

CAN'T. I'M MEETING HIM FOR LUNCH. TA! ♪

GLORIA-- *LISTEN* TO ME--

NO USE! AND HOW CAN I TELL HER THE MAN SHE LOVES IS A KNOWN *CRIMINAL?*

INTERLUDE 2:

NIGHT...

... AT EMPIRE STATE UNIVERSITY...

... IN THE STUDENT DORMS...

STRANGE STUFF, THIS.

BIOCHEMICALLY, IT'S A *VIRUS*...

... *MALCOLM McBRIDE* STUDIES THE VIRUS-LIKE TISSUE HE FOUND IN THE WRECKAGE OF PROFESSOR MILES WARREN'S LAB...

... BUT LIKE NO VIRUS I'VE EVER SEEN.

EACH CELL CONTAINS TEN TIMES AS MUCH *NUCLEIC ACID* AS NORMAL.

EXPOSED TO AIR, THE CELLS ARE MULTIPLYING AT A *PHENOMENAL* RATE.

ONLY ONE EXPLANATION: THIS VIRUS WAS CREATED BY RECOMBINANT *DNA* TECHNOLOGY. WHOEVER DESIGNED IT WAS A *GENIUS*.

WHAT A *FIND!*

IF I CAN CLAIM IT AS MY OWN, I'LL BE *RICH*...

SPISH!

OWWW!

MY FACE--

--MY EYES!

MY !!!

END OF INTERLUDES

MAY PARKER'S BOARDING HOUSE.

FOREST HILLS, QUEENS.

LATE.

HE LIED TO ME!

ALMOST EVERYTHING *THE JACKAL* TOLD ME ABOUT CREATING GWEN'S CLONE WAS A *LIE*.

REALLY.

REMEMBER I TOLD YOU HOW WARREN SAID HE FELT LIKE A *FATHER* TOWARD GWEN?

MM-HMM.

WELL, LISTEN TO THIS, MARY JANE. HIS OWN WORDS...

"September 19th. First day of class. I saw a young woman today... Gwendolyn Stacy. A magnificent creature, so lovely, so alive.

"I'm afraid I fell in love instantly.

"A man my age. How absurd."

"November 4th. Watching Gwendolyn and the other students take blood samples in class today...

"...I almost confessed my feelings.

"I would have appeared quite ridiculous, I'm sure.

"The child hardly knows I'm alive.

"Her only interest is in that boy... Parker.

"I can't stand to see them together.

"I'm really quite obsessed.

"I want to possess her... at any cost."

"May 21st.

"She's dead.

"My love is dead... killed by the Green Goblin...

...AILY— RUGLE ...NG GWEN DEAD IN ...DER-MAN- GREEN ...GOBLIN BATTLE

"...and that costumed vigilante Spider-Man!"

"August 15th. I followed Peter Parker today. I hate him because he knew her love. Love that should have been Mine!

"I think... I wanted to kill him."

"At first as I watched him he seemed to shiver, as if warned of my presence by some sixth sense.

"Then he shrugged it off...

"...and did something incredible.

"He became Spider-Man.

"I thought I despised Parker before, but now I know I barely understood the meaning of the term.

"I must avenge my love.

"I must destroy this man.

"How?

"HOW?"

"January 9th.

"Six months of planning, study experimentation...

"...have brought me to This.

"Today I waylaid a young pupil of mine, Joyce Delany.

"She will be the second subject to undergo cellular-level transformation via the genetic virus I have developed.

"My assistant Anthony Serba, was the first.

"Three days ago, I infected him with a virus derived from Peter Parker's D.N.A.

"The results were gratifying.

"Every cell of his body invaded and transformed by the virus, Serba almost instantly became 'Peter Parker'...

"...just as Joyce Delany now becomes 'Gwen Stacy.'

"Serba remains drugged and unconscious elsewhere in my lab; I'll have use for him later.

"...but this girl, I have use for her NOW.

She and Serba will be the instruments of my vengeance.

"And if this plan should fail..."

"... I CAN ALWAYS ACTIVATE THE *CARRION* SCENARIO."

THAT'S THE LAST ENTRY.

GOOD.

I'M TIRED.

LET'S HIT THE SACK.

WHY DID HE *LIE* TO ME MARY JANE?

WHAT DIFFERENCE DOES IT MAKE?

WARREN IS DEAD.

ALL THIS IS *ANCIENT HISTORY.*

HE MUST HAVE WANTED TO PSYCH ME OUT BEFORE HE SENT ANTHONY SERBA AFTER ME AS THE *SPIDER-MAN CLONE.*"

"HE PROBABLY FIGURED I WOULDN'T FIGHT AS WELL IF I THOUGHT I WAS BATTLING 'MYSELF'--

"--AND HE WAS *RIGHT.*

"BUT IF SERBA WAS THE SPIDER-MAN CLONE, AND JOYCE DELANY WAS 'GWEN STACY'--

"--WHO WAS *CARRION?*"

PETER, PLEASE LEAVE IT ALONE.

YOU'VE GOT TO PUT THE PAST BEHIND YOU *SOMETIME.*

NOT WHEN THERE ARE STILL SO MANY UNANSWERED QUESTIONS, MJ.

CARRION WAS SUPPOSED TO BE WARREN'S OWN CLONE.

BUT HE DIDN'T APPEAR UNTIL *MONTHS* AFTER THE PROFESSOR'S DEATH.

HOW WAS THAT *POSSIBLE?*

I'VE GOT TO *KNOW.*

WHEN HE'S LIKE THIS, OBSESSED WITH GWEN'S DEATH, I GET SO *FRIGHTENED.*

IT'S AS IF HE'S STUCK IN A *DREAM...*

"... AND PART OF HIM DOESN'T *WANT* TO WAKE UP."

THE MAIN THING I HAVE TO REMEMBER IS EVERYTHING PROFESSOR WARREN TOLD ME WAS A LIE.

SO, WHEN WARREN SAID HE BECAME *THE JACKAL* TO BLOT OUT HIS GUILT FOR KILLING ANTHONY SERBA--

--HE *LIED*--

-- BECAUSE SERBA WASN'T *DEAD*.

EVEN SO, DEEP DOWN, WARREN MUST HAVE FELT *REMORSE* FOR WHAT HE'D DONE TO SERBA AND JOYCE DELANY.

AND WHEN HE REALIZED SERBA MIGHT *DIE* DURING OUR BATTLE, IN AN EXPLOSION MEANT FOR *ME*--

--THAT REMORSE FORCED HIM TO *RESCUE* US--

--AT THE COST OF HIS OWN LIFE. *

*ANOTHER WAY TO LOOK AT EVENTS IN *AMAZING SPIDER-MAN* #149.-- JIM

STILL SO MANY QUESTIONS. MAYBE HERE IN WARREN'S LAB, I'LL FIND--

--SPIDER SENSE--!

HELLO, PARKER.

WHAT GOOD FORTUNE TO FIND YOU HERE, SO SOON AFTER MY *AWAKENING*.

NOW MY REVENGE MAY BE *SWIFT* AS WELL AS *SWEET*.

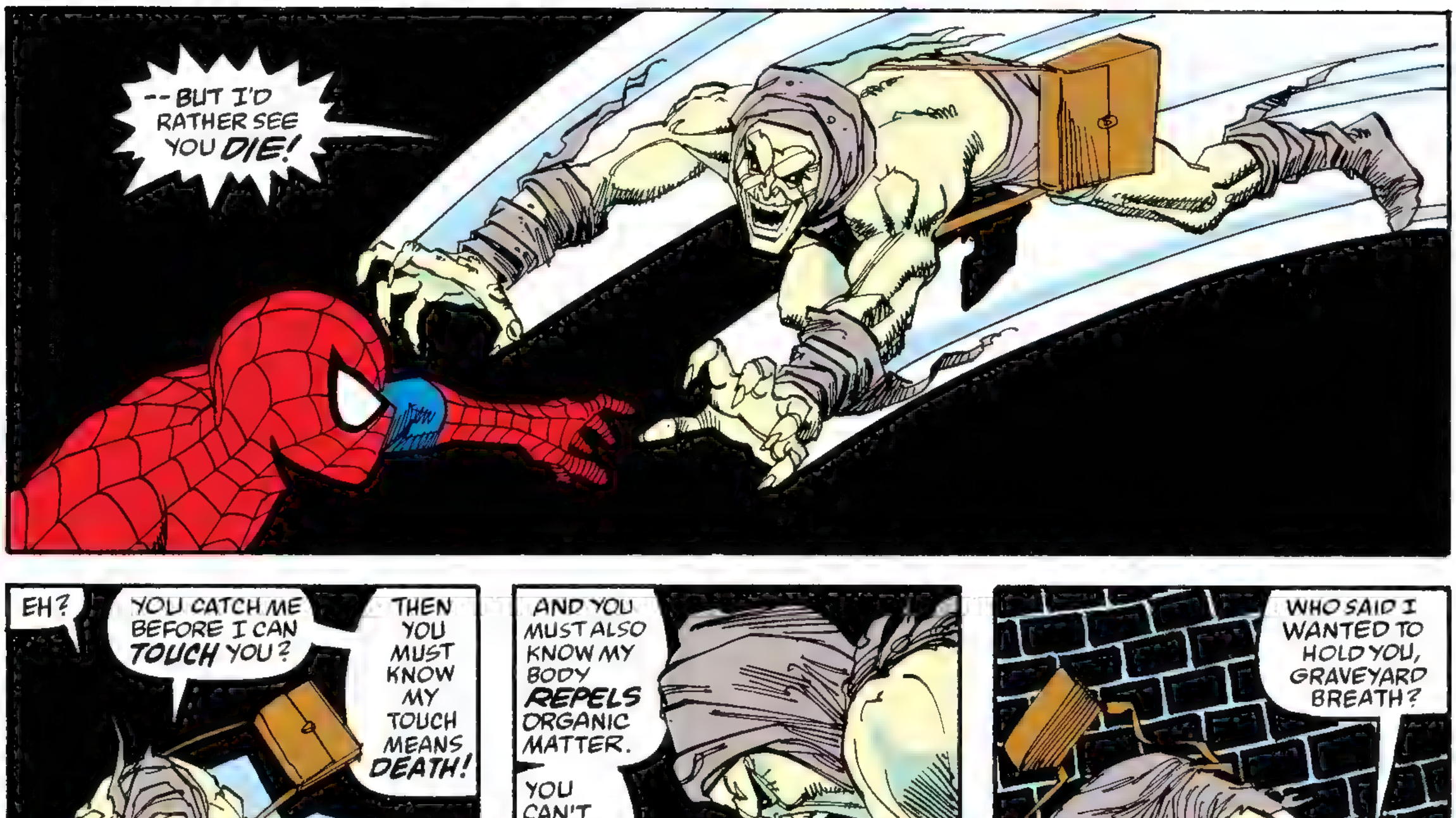
NO! IT CAN'T BE!

CARRION?

YOU KNOW ME?

HOW ODD.

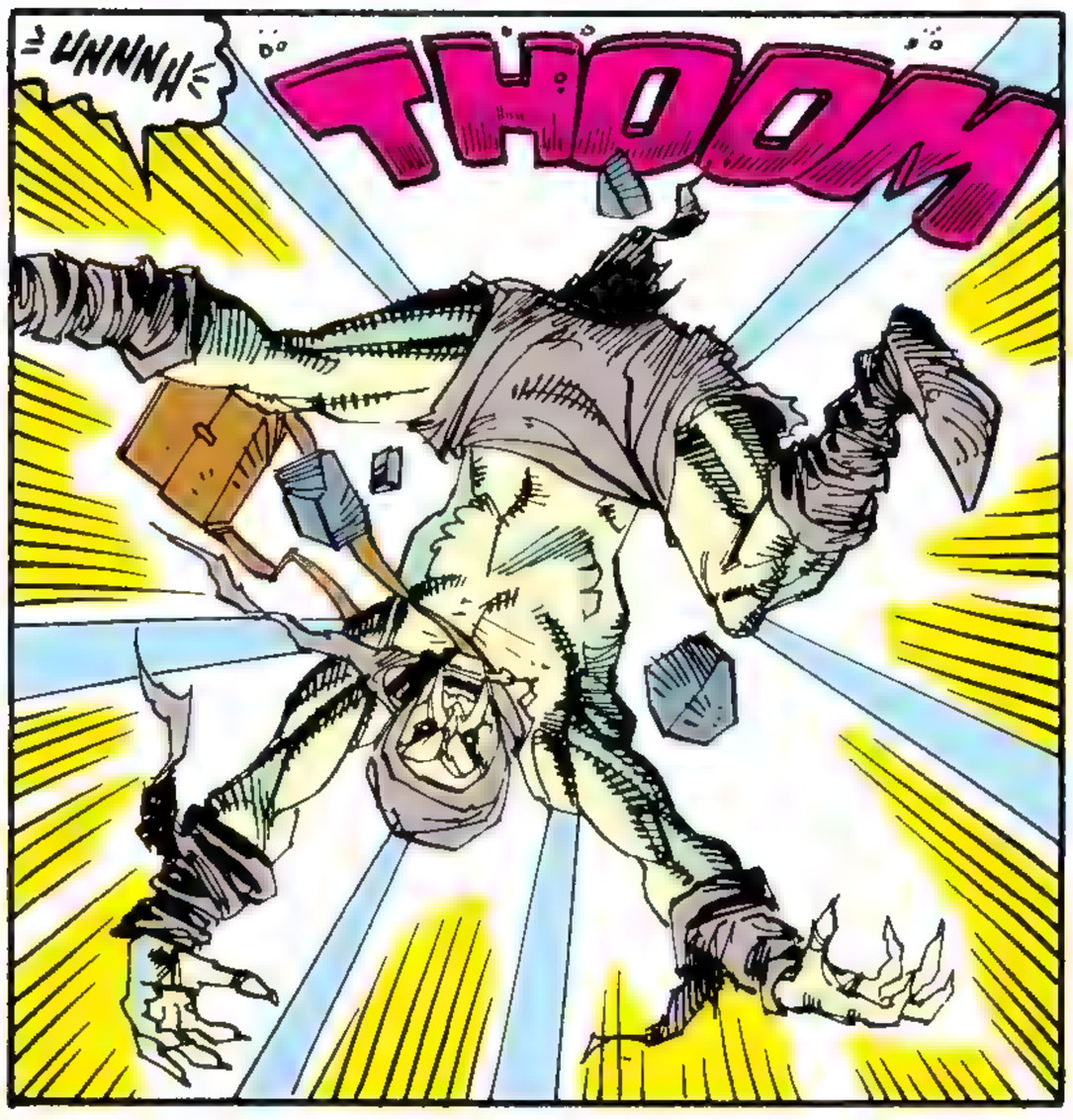
I'D ASK YOU TO *EXPLAIN*--


-- BUT I'D RATHER SEE YOU DIE!

EH?
YOU CATCH ME BEFORE I CAN TOUCH YOU?
THEN YOU MUST KNOW MY TOUCH MEANS DEATH!

AND YOU MUST ALSO KNOW MY BODY REPELS ORGANIC MATTER.
YOU CAN'T HOLD ME, PARKER.

WHO SAID I WANTED TO HOLD YOU, GRAVEYARD BREATH?


UNNNH
THOOM

FOOL! YOU CAN'T HARM ME. I AM BEYOND DEATH, BEYOND PAIN.
PAIN IS FOR THE LIVING--
WHAM

KRASH

--AND I AM CARRION, THE UNLIVING CLONE OF MILES WARREN!

EEEYOWW!

NO, YOU'RE NOT.

YOU'RE A GENETIC VIRUS!

SOMEHOW YOU'VE INFECTED SOMEONE, TAKEN OVER HIS BODY, HIS LIFE--

JUST LIKE YOU DID BEFORE!

BUT THIS TIME I'LL--

AAGH!

RED DUST--

--CLINGING TO MY MASK--

--CAN'T BREATHE--

--PASSING--

--OUT--

IN THE DREAM HE WAKES IN A GRAVEYARD.

STORM LIGHTNING SCORES THE NIGHT.

COLD RAIN FALLS LIKE A HAIL OF NEEDLES.

"IT'S ONLY A DREAM," HE TELLS HIMSELF.

STACY
GWENDOLYNE

"YEAH, RIGHT."

STACY
GEORGE
BORN
DIED
19:!

STACY
MARTHA
BORN
D:E
19:.

HELLO AGAIN. I CHANGED MY MIND.

I DECIDED I WANT AN EXPLANATION FROM YOU, AFTER ALL.

WELCOME TO THE CLUB.

YOU'RE IN NO POSITION TO MOCK ME, PARKER.

HOW DID YOU LEARN ABOUT THE REPLICATOR VIRUS?

I READ PROFESSOR WARREN'S JOURNAL.

AND I'VE MET YOU BEFORE.

IMPOSSIBLE. I ONLY *AWOKE* A FEW HOURS AGO--UNLESS--

UH-HUH. I MET A DIFFERENT "YOU."

THAT CARRION MUST HAVE BEEN ANOTHER VICTIM OF THE PROFESSOR'S REPLICATOR VIRUS."

WHAT DID WARREN DO, LEAVE SPECIMENS OF THE CARRION-*DNA* VIRUS HIDDEN AROUND CAMPUS--

--LIKE BIOLOGICAL *BOOBY-TRAPS?*

I DON'T KNOW. MY MEMORY IS LIMITED.

I KNOW WHAT I--THAT IS, MILES WARREN--INTENDED:

I/HE DESIGNED A *SPECIAL* REPLICATOR VIRUS, FROM WARREN'S OWN *DNA*, ENDOWED WITH UNIQUE POWERS.

I AM THE PRODUCT OF THAT DESIGN, A CREATURE BOTH LIVING AND UNLIVING.

MY PURPOSE IS TO AVENGE THE MURDER OF *GWEN STACY.*

YOU WERE *RESPONSIBLE* FOR HER DEATH, PARKER.

THEREFORE CLEARLY, YOU MUST *DIE.*

UH-UH, MOLD-MOUTH.

I'VE SEEN *THIS* MOVIE BEFORE.

WHAT--?

THWIPP

THE *DEATH DUST*--

--YOU MADE ME *SPILL* IT!

LIKE I SAID--
YOU'RE NOT THE *FIRST* CARRION I'VE MET.

I BEAT THE *OTHER* GUY--

-- AND I'LL BEAT *YOU.*

OH, NOT NECESSARILY.

I NEED ONLY TOUCH YOU *ONCE* TO MAKE YOUR BODY WITHER AND DECAY AS SWIFTLY AS THAT *TREE.*

ONE TOUCH, AND I CAN TELL MY CREATOR I HAVE *FULFILLED* HIS DESIGN.

TELL YOUR CREATOR?

WHO ARE YOU *TALKING* ABOUT?

MY CREATOR, MILES WARREN. HOW HE WILL DELIGHT--

--WHEN I TELL HIM OF YOUR *DESTRUC-TION!*

HE DOESN'T *KNOW!*

BUT HOW *COULD* HE?

HE'S ONLY BEEN "ALIVE" A FEW HOURS.

I HAVE TO LURE HIM ACROSS THE CEMETERY--

--TO ONE *PARTICULAR* GRAVE-SITE!

LEAPING INTO THE AIR?

NO, YOU CANNOT ESCAPE SO *EASILY*, PARKER. NOT WHEN I CAN SKIM YOUR MIND TELEPATHICALLY, AND GUESS YOUR *INTENTION.*

AND NOT WHEN I CAN ALTER MY CORPOREAL *DENSITY* AT WILL.

=WHOOF!=

THUMP

HIT ME HARDER THAN I EXPECTED!

BUT I CAN STILL ANGLE MY *FALL*--

--AND HOPE THE GRAVE-YARD'S *LAYOUT* IS THE WAY I REMEMBER--

=UNNH!=

BORN 19--
DIED 19--

SO IT ENDS.

WHY DID YOU WANT TO LEAD ME *HERE*, I WONDER?

YOUR THOUGHTS ARE *DIFFICULT* TO READ. YOU HAVE A STRONG WILL...

... STRONGER THAN I WOULD HAVE *EXPECTED* FROM A BOY YOUR AGE.

IT'S OF NO CONSEQUENCE. THIS IS THE HOUR OF RETRIBUTION.

PREPARE TO DIE, FOR THE MURDER OF--

--MILES WARREN?

HERE LIES
DR. MILES WARREN
BORN 19--
DIED 19--

KRAKOOM

SURPRISE!

MILES WARREN IS DEAD.

HE WAS A SICK MAN, OBSESSED WITH A DEAD WOMAN--

KRAK

--AND IN THE END HE *UNDER-STOOD* WHAT HE'D BECOME.

CALL IT REMORSE, CALL IT A FLASH OF *SANITY*--

WHATEVER THE REASON, HE DIED TRYING TO *SAVE* ME AND ANTHONY SERBA.

POOM

SERBA DIED. I LIVED.

I DO NOT... BELIEVE.

HE HATED YOU... WE HATED YOU...

...*I* HATE YOU...

I KNOW HOW YOU FEEL.

SOMETIMES *REALITY* IS HARD TO ACCEPT.

BUT GET USED TO IT.

WHEN THE DREAM DIES WHEN THE NIGHTMARE IS OVER--

--REALITY IS ALL YOU'VE GOT LEFT.

KTHOOM

I HAD A HUNCH CARRION MIGHT FREAK OUT WHEN HE DISCOVERED HIS "CREATOR" WAS DEAD.

THAT GAVE ME THE *EDGE* I NEEDED TO BEAT HIM.

BUT I FEEL *STRANGE*-- KNOWING THAT SOMEWHERE INSIDE THE CREATURE CALLED CARRION--

--THERE'S AN INNOCENT MAN.

MAYBE REED RICHARDS CAN FIND A CURE FOR THE *REPLICATOR VIRUS*. I'LL ASK HIS HELP.

IN THE MEANTIME, I'LL DROP CARRION AT *THE VAULT* * AND HOPE HE--

AW, GEE, GWEN.

STACY

GWENDOLYN

* THE GOVERNMENT'S HIGH-SECURITY PRISON FOR SUPER-CRIMINALS. -- J.S.

WHAT WAS IT I SAID ABOUT PROFESSOR WARREN?

"HE WAS A SICK MAN, OBSESSED WITH A DEAD WOMAN."

I WONDER WHO ELSE THAT DESCRIPTION MIGHT FIT?

I'VE ALWAYS FELT *RESPONSIBLE* FOR YOUR DEATH, GWEN.

I GUESS THAT'S WHY I FIND IT SO HARD TO LET GO OF YOU.

I STILL HAVE QUESTIONS, BUT NOT EVERY QUESTION NEEDS AN ANSWER.

MARY JANE WAS RIGHT:

I HAVE TO PUT THE PAST BEHIND ME *SOMETIME*,

NOW IS AS GOOD A TIME AS ANY.

AS MUCH AS I ONCE LOVED YOU, GWEN, THIS IS FINALLY...

...THE END

WHILE THE NEW CARRION WAS IMPRISONED IN THE VAULT, PETER DEDUCED THAT MALCOLM MCBRIDE MUST HAVE BEEN CARRION AND SOUGHT THE ADVICE OF THE FANTASTIC FOUR'S REED RICHARDS TO RESTORE MCBRIDE'S GENETIC CODE. HOWEVER, ACCORDING TO REED, THE PROSPECTS OF A CURE WERE NOT ENCOURAGING.

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

THE PROBLEM: CRIMINALS AND SOCIOPATHS WHOSE BASIC HUMAN BIOFORMS HAVE BEEN ARTIFICIALLY ENHANCED (BY MEANS SCIENTIFIC OR SUPERNATURAL) BEYOND THE CONTAINMENT CAPABILITIES OF THE MODERN PENAL SYSTEM.

(IN OTHER WORDS -- HOW DO YOU KEEP A SUPER-POWERED MANIAC BEHIND BARS?)

THE DEMON AND THE DEAD MAN

GERRY CONWAY
WRITER
SAL BUSCEMA
ARTIST
RICK PARKER
LETTERER
BOB SHAKEN
COLORIST
JIM SALICRUP
EDITOR
TOM DeFALCO
EDITOR IN CHIEF

THE SOLUTION: AN ULTRA-MAXIMUM SECURITY INCARCERATION FACILITY STAFFED BY HIGHLY-TRAINED, POWER-SUIT EQUIPPED GUARDSMEN.

(IN OTHER WORDS -- THE VAULT.)

THE SITUATION: AN UNAUTHORIZED TRANSFER OF INCARCERATED PERSONNEL BY AN OUTSIDE AGENT ACTING WITHOUT PRIOR AND PROPER NOTIFICATION --

(IN OTHER WORDS--)

(--IT'S A BREAKOUT!)

MY INFORMANTS TELL ME THE MAN I WISH TO *FREE* IS BEING TRANSPORTED BACK TO THE VAULT FROM A COURT APPEARANCE IN THAT MAX-SECURITY *TRANSFER UNIT.*

ONCE HE'S INSIDE THE VAULT, I WON'T HAVE A *CHANCE* TO REACH HIM--

--SO, FOR STEP ONE OF THIS OPERATION, I HAVE TO KEEP HIM *OUT* OF THE VAULT.

AND, SINCE THE *TRANSPORT STAGE* IS THE WEAKEST LINK IN *ANY* SECURITY SYSTEM--

PTOOM

--THAT SHOULDN'T PROVE AS *DIFFICULT* AS ONE MIGHT *IMAGINE.*

PTOOM

STEP TWO--

--DEAL WITH THE *GUARDSMEN* IN THE TRANSFER UNIT BEFORE *REINFORCEMENTS* ARRIVE.

I WONDER-- WILL THEY MAKE IT *EASY* FOR ME--OR *HARD?*

PZAM

ZAMM

CALL BASE ON YOUR SUIT COMMUNICATOR!

TELL 'EM WE'VE BEEN *AMBUSHED* BY *THE HOBGOBLIN!*

HOW THOUGHTFUL.

THEY MADE IT EASY.

ZAK

KRAK

YOU REALLY SHOULD HAVE REMAINED IN-SIDE YOUR VEHICLE, GENTLEMEN.

THAT MIGHT HAVE IMPEDED MY PROGRESS BY FIVE OR SIX SECONDS, AT LEAST.

AT ONE TIME I WOULD HAVE BEEN FORCED TO EXPLODE AN ARMORED CAR LIKE THIS ONE WITH A FINGER BLAST OR PUMPKIN BOMB.

BUT THAT WAS BEFORE A DEMON GIFTED ME WITH A PORTION OF HIS ELDRITCH POWER-- BECAUSE IT AMUSED HIM TO DO SO.

I FIND IT QUITE AMUSING, MYSELF, ACTUALLY.

KRAK-KA

ASSUMING MY INFORMANTS SPOKE TRULY-- AND IF THEY VALUE DRAWING BREATH, THEY *DID*-- THE PRISONER I SEEK SHOULD BE RIGHT IN--

--HERE?

THE INSIDE OF THIS TRUCK MUST BE *FREEZING!*

IT'S SO COLD, THE AIR TURNED TO *FOG* THE MOMENT I TORE OPEN THE DOOR.

HOW COULD *ANYONE* SURVIVE SUCH A--

NEVER TURN YOUR BACK ON A *GUARDSMAN,* UNLESS YOU'RE CERTAIN HE'S *DEAD,* PRETTY BOY.

AND EVEN IF YOU *DID* TEAR OPEN A SEAM OR TWO ON MY SHOULDER PLATE --

-- I CAN STILL PIN YOU IN A SERVO-POWERED *HAMMERLOCK* UNTIL THE RELIEF SQUAD GETS HERE -- IN ABOUT 90 SECONDS!

SO YOU MIGHT AS WELL QUIT *STRUGGLING* AND JUST--

...

A SPACE BETWEEN BROKEN PLATES OF ARMOR IS ALL MY TOUCH REQUIRES.

WITH ONE CARESS I DRAW THE LIFE FROM YOUR FLESH.

WITH ONE STROKE, I RENDER DUST TO DUST.

AH, YES -- THE CREATURE CALLED CARRION, I PRESUME?

EVERYTHING I READ ABOUT YOU IS TRUE.

PERMIT ME TO INTRODUCE MYSELF. I'M QUITE AN ADMIRER OF YOURS.

MY NAME IS HOBGOBLIN.

I'VE COME TO FREE YOU, BUT I SUGGEST YOU SAVE YOUR GRATITUDE UNTIL WE'VE --

FREE ME?

FOOL! WHAT MAKES YOU THINK I DESIRE FREEDOM?

EH?

WHAT IS FREEDOM WITHOUT PURPOSE?

BETTER YOU WOULD HAVE KILLED ME THAN FREED ME! MY EXISTENCE IS A MOCKERY!

THE ONLY PAYMENT OF GRATITUDE I OWE YOU IS A SWIFT DEATH.

WAIT!

IF YOU OWE ANYONE A DEATH, IT ISN'T ME--

--IT'S SPIDER-MAN!

YOU HATE THE WEB-SLINGER, DON'T YOU? NO MORE THAN I!

SPIDER-MAN...

YES...IT'S SPIDER-MAN I HATE...

HE IS THE ONE WHO STOLE THE MEANING FROM MY PALE EXISTENCE...

EXACTLY.

BUT WHERE IS HE? HOW CAN I FIND HIM?

STICK WITH ME, I'LL LEAD YOU TO HIM, CARRION.

SHALL WE CONTINUE THIS CHAT ELSEWHERE? THE VAULT'S REINFORCEMENTS ARE ALMOST HERE- AND I'D RATHER NOT WASTE TIME KILLING THEM, TOO.

I UNDERSTAND YOU FLY?

NOT AS YOU MEAN FLIGHT. MY UNLIVING BODY IS REPELLED BY THE LIVING EARTH.

I...DRIFT.

THEN I'LL TOW YOU.

YOU AND I WILL MAKE A DEADLY TEAM, CARRION!

THAT THOUGHT HOLDS NO SPECIAL CHARM FOR ME, HOBGOBLIN.

TO THE DEAD, FEW THINGS IN LIFE MATTER ANY LONGER.

EXCEPT REVENGE?

REVENGE ALWAYS MATTERS, HOBGOBLIN.

REVENGE IS THE ONE THING IN DEATH WORTH LIVING FOR...

SEVEN HOURS LATER...

...THREE THOUSAND MILES EAST...

...ABOVE THE FORTY-FIFTH FLOOR OF FOUR FREEDOMS PLAZA.

...HEADQUARTERS OF THE FANTASTIC FOUR.

WOW, WHAT HIT YOUR LAB, REED--A POCKET HURRICANE?

SOMEONE BROKE IN LAST NIGHT, SPIDER-MAN... *DISARMED* OUR COMPUTER SECURITY SYSTEM... *SHATTERED* THE LOCK ON MY DOOR...

...AND REDUCED THIS PLACE TO A *SHAMBLES.*

TOO BAD YOU AND THE *REST* OF YOUR GANG WEREN'T HERE TO STOP THE INTRUDER, REED.

I'M NOT SO SURE.

JUDGING BY THE *EXTENT*--AND SHEER *VICIOUSNESS*--OF THE DESTRUCTION--

--IF ANY OF US *HAD* BEEN HERE, THE DAMAGE CAUSED BY THE CONFRONTATION MIGHT HAVE BEEN EVEN *WORSE.*

ALWAYS LOOK ON THE *BRIGHT* SIDE, HUH? GOTTA TRY THAT SOMETIME.

LISTEN, I ONLY DROPPED BY TO SEE IF YOU HAD RESULTS FROM YOUR ANALYSIS OF THE *CARRION VIRUS* I LEFT HERE YESTERDAY.*

BUT SINCE YOU PROBABLY HAVE YOUR HANDS *FULL* CLEANING UP, WHY DON'T I COME BACK ANOTHER-

ACTUALLY, SPIDER-MAN, THAT *VIRUS*--AND MY NOTES ON YOUR STRUGGLE WITH ITS CREATOR, MILES WARREN--

* LAST ISSUE. -- JIM

--SEEM TO BE THE ONLY OBJECTS *MISSING* FROM MY LAB.

I BELIEVE THE INTRUDER BROKE IN, SEEKING THOSE ITEMS *SPECIFICALLY*.

UH-OH.

THEN WHOEVER DID THIS KNOWS THE *TRUTH* ABOUT CARRION.

THWIP

MORE GOOD NEWS-- LOOK WHAT I JUST FOUND.

THE SHELL OF A *PUMPKIN BOMB*.

YOUR INTRUDER WAS A GUY NAMED *HOBGOBLIN*, REED.

MAYBE I SHOULD HAVE *EXPECTED* THIS.

AFTER I LEFT HERE LAST NIGHT, I HAD A *RUN-IN* WITH HOBBY-- AND LOST MY COPY OF OUR NOTES.

HOBGOBLIN MUST HAVE *TAKEN* THOSE NOTES--

--AND CAME HERE TO LEARN THE *REST* OF THE STORY.

I SUGGEST WE WARN THE AUTHORITIES AT *THE VAULT*.

YOU DO THAT, REED. I'LL CHECK BACK WITH YOU LATER.

WHAT A *MESS*-- AND I DON'T MEAN THE WRECKAGE IN REED'S LAB.

MONTHS AGO, WHEN I FOUND PROFESSOR WARREN'S HIDDEN NOTEBOOK--

-- WHICH EXPLAINED HIS USE OF A *REPLICATOR VIRUS* TO CREATE THE FAKE "GWEN STACY CLONE"--

-- I ALSO FOUND EVIDENCE THAT WARREN'S OWN "CLONE," THE CREATURE CALLED *CARRION* -- WAS YET ANOTHER PRODUCT OF WARREN'S VIRAL TECHNOLOGY.

WARREN DEVELOPED A WAY TO REPLICATE HIS OWN *GENETIC STRUCTURE* IN AN INNOCENT HOST BODY.

THE RESULT WAS A MONSTER--A THING MORE *DEAD* THAN ALIVE--

-- WHO HONESTLY BELIEVED HE WAS MILES WARREN *REINCARNATE*.

THWIPP

THE ORIGINAL CARRION WAS DESTROYED *YEARS* AGO--

--BUT THE *REPLICATOR VIRUS* THAT CREATED CARRION STILL EXISTED, HIDDEN WITH WARREN'S NOTEBOOK--

-- AND IT WAS DISCOVERED BY A FELLOW STUDENT OF MINE HERE AT *UNIVERSITY*, A KID NAMED *MALCOLM McBRIDE*.

McBRIDE WAS INFECTED -- AND BECAME *CARRION II*.

AFTER I BEAT CARRION II, AND FIGURED OUT WHAT HAPPENED TO McBRIDE, I KEPT THE TRUTH A SECRET.

I WANTED TO FIND A CURE FOR THE CARRION INFECTION.

BUT TIME PASSED... AND I COULDN'T FIND A CURE, THOUGH I TRIED.

FINALLY, I BROUGHT ALL MY NOTES TO REED...

...AND LAST NIGHT, HE CONFIRMED MY WORST FEAR: A CARRION CURE MAY BE IMPOSSIBLE.

SO NOW WHAT DO I DO ABOUT MALCOLM McBRIDE?

IENCE
RTMENT
DR. SWANN

AH... MR. PARKER! GOOD OF YOU TO GRACE US WITH YOUR PRESENCE.

FEEL LIKE ASSISTING WITH LAB WORK TODAY?

SORRY I HAVEN'T BEEN MUCH HELP LATELY, PROFESSOR SWANN.

CAN I ASK YOUR ADVICE ON AN ETHICAL QUESTION?

OF COURSE. YOU'RE BOTH MY LAB ASSISTANT AND MY STUDENT, PETER.

BUT UNDERSTAND, IN MATTERS OF ETHICS, THERE ARE NO SURE ANSWERS.

A SCIENTIST IS ONLY HUMAN, AND HUMANS MAKE MISTAKES.

BUT WHAT IF YOU'RE INVOLVED IN AN EXPERIMENT THAT AFFECTS SOMEONE'S LIFE?

PETER, WHEN YOU PROBE THE LIMITS OF KNOWLEDGE, YOU RISK MAKING ERRORS.

SUCH A RISK CAN'T BE AVOIDED BY A TRUE SCIENTIST. ONLY BE CERTAIN THE BENEFIT IS WORTH THE COST...

SHOULD I HAVE KEPT THE TRUTH ABOUT WHAT HAPPENED TO MALCOLM McBRIDE A SECRET?

DAILY BUGLE
BREAKOUT AT THE VAULT!

I THOUGHT IT WAS FOR THE BEST...

... BUT HOW MUCH PAIN DID I CAUSE HIS *FAMILY* BY STAYING SILENT?

WHICH WOULD HAVE HURT THEM MORE?

THINKING HE'D DISAPPEARED -- OR KNOWING HE'D BECOME A *MONSTER*?

IF ONLY I'D FOUND A *CURE*.

THAT WOULD HAVE SOLVED EVERYTH--

EH?

WHO--?

MY, MY -- AREN'T *WE* JUMPY TODAY? GUILTY CONSCIENCE?

MARY JANE!

WHAT'RE *YOU* DOING HERE?

AND I'M GLAD TO SEE YOU, TOO, HUBBY-MINE.

BELIEVE ME, I'M GLAD YOU'RE HERE -- BUT I THOUGHT YOU WERE TAPING "*SECRET HOSPITAL*" TILL LATE TONIGHT.

WE FINISHED MY SCENES *EARLY*, AND I THOUGHT--

-- WHY NOT SURPRISE MY HARD-WORKING COLLEGE STUDENT HUSBAND WITH AN EARLY-EVENING *PICNIC DINNER*?

I KNEW THERE WAS A REASON I MARRIED YOU.

YOU JUST LOVE MY COLD PEACH SOUP.

YOUR PEACHES. YEAH. I DO *LOVE* YOUR PEACHES...

DAILY BUGLE

BREAKOUT AT THE VAULT!

BENEATH THE CITY, THERE IS ANOTHER METROPOLIS, AS BUSY IN ITS OWN DARK WAY AS THE SCURRYING MUNICIPALITY ABOVE.

THE CITIZENS OF THIS DARK DISTRICT ARE RATS AND WORMS AND INSECTS BEYOND COUNTING...

... AND OTHERS, MORE HUMAN IN SHAPE, WHO HIDE FROM THE LIGHT FOR FEAR THAT THEIR HORRID SELF-SECRETS WILL BE REVEALED, THEIR SHAME UNVEILED...

IN THIS REGION, A DEMON HAS MADE HIS HOME.

AND IT IS HERE, TO THIS DARK DISTRICT, THAT THE DEMON HAS BROUGHT A DEAD MAN...

... AND SHOWN HIM THE TRUTH OF HIS LOST SOUL...

LIES! LIES! I WILL NOT BELIEVE THESE LIES!

I CAN HARDLY BLAME YOUR RELUCTANCE, CARRION-- OR SHOULD I CALL YOU McBRIDE?

HOW TERRIBLE IT MUST BE TO THINK OF WHAT WAS STOLEN FROM YOU--

--YOUR MIND--YOUR LIFE--YOUR FAMILY--YOUR FUTURE--ALL GONE, ALL SWEPT AWAY--

MY-- FAMILY?

DIMLY. I REMEMBER-- MY FAMILY--MY MOTHER--

WHERE IS SHE? YOU KNOW, DON'T YOU?

CAN'T YOU READ MY MIND?

THOSE NOTES I SHOWED YOU SAID YOU WERE A TELEPATH...

DON'T BE ABSURD. MY SENSES ARE ACUTE... AT TIMES, I CAN PRETEND TO READ THOUGHT...

...BUT I'M NO MORE A MIND-READER THAN YOU, HOB-GOBLIN.

YET YOU NEED NOT POSSESS THE GIFT OF TELEPATHY TO GUESS WHAT WILL BEFALL YOU, SHOULD YOU CONTINUE TO TEASE AND TORMENT ME...

EEEKK*

THAT RED DUST-- FREEZE-DRIED ACID CRYSTALS, I PRESUME?

DON'T PRESUME. MY SECRETS ARE MY OWN.

WILL YOU ANSWER ME?

I'LL DO BETTER THAN THAT, CARRION.

TO SHOW YOU WHAT A FRIEND I AM--

--AND TO SEAL OUR PARTNERSHIP, FOR MY OWN SECRET PURPOSE--

--I'LL TAKE YOU HOME.

AS HIGH ABOVE THE CITY AS THE DEMON'S DISTRICT IS BELOW:

I LOVE THIS CITY, JOE.

WHAT'S MORE, I LOVE BEING A NEWSPAPER MAN.

THE PENTHOUSE APARTMENT OF J. JONAH JAMESON, FORMER OWNER AND PUBLISHER OF THE DAILY BUGLE.

AND I WON'T STOP BEING A NEWSPAPER MAN JUST BECAUSE THOMAS FIREHEART BOUGHT THE DAILY BUGLE OUT FROM UNDER ME.

I'M STARTING UP A NEW MAGAZINE, ROBBIE -- A PHOTO-NEWS WEEKLY--

-- AND I WANT YOU FOR MY EDITOR-IN-CHIEF.

BUT I WAS THERE LAST NIGHT AT YOUR SON'S HOUSE, WHEN FIREHEART OFFERED TO MAKE YOU PUBLISHER OF THE BUGLE.

THAT'S A JOB I CAN'T MATCH.

YOU'LL HAVE POWER, AUTHORITY, RESPECT, AND MONEY, MORE THAN I CAN OFFER.

WE'VE BEEN FRIENDS A LONG TIME...

... AND FRIENDS DON'T STAND IN EACH OTHER'S WAY...

... SO BELIEVE ME WHEN I SAY, THOUGH I WANT YOU TO WORK FOR ME...

... I'LL UNDERSTAND IF YOU SAY NO.

WELL, BLAST IT-- DON'T KEEP ME IN *SUSPENSE!*

WHAT'LL IT BE? ME OR HIM?

JONAH, I'M HURT YOU HAVE TO ASK.

Eh?

ROBBIE, I CAN'T TELL YOU-- DON'T KNOW HOW TO SAY-- WHAT THIS MEANS--

UH... YOU REALIZE WE'LL BE ON A TIGHT *BUDGET* THE FIRST YEAR? SO, ABOUT YOUR SALARY--

JONAH-- JUST THIS ONCE--

--GO WITH THE MOMENT.

HM?

OF COURSE, OF COURSE.

'SCUSE ME.

...BLASTED CIGAR ASH IN MY EYE...

NEITHER ABOVE NOR BELOW, BUT RIGHT AT GROUND LEVEL:

WANT ANOTHER JELLY BUN?

NO, THANKS, HON, I'M FULL.

THE CAMPUS QUAD AT E.S.U....

I CAN'T GET MY MIND OFF OF *MALCOLM McBRIDE...*

SO I NOTICED.

HE'S THE ONLY THING YOU'VE *TALKED* ABOUT THE LAST HALF-HOUR.

YOU REALLY FEEL *GUILTY* ABOUT KEEPING WHAT HAPPENED TO HIM A SECRET, DON'T YOU?

I LET MY *EGO* GET INVOLVED, MARY JANE. I WAS GOING TO FIND A CURE AND FIX EVERYTHING FOR EVERYONE...

BUT IT DIDN'T WORK OUT THAT WAY, DID IT?

SOUNDS LIKE YOU HAVE UNFINISHED BUSINESS TO TAKE CARE OF.

GUESS I DO.

McBRIDE'S FAMILY HAS SPENT THE LAST FEW MONTHS THINKING THEIR SON DISAPPEARED.

I KNOW WHERE HIS MOTHER LIVES--

-- I FOUND OUT WHEN I LOOKED INTO HIS BACKGROUND AFTER CAPTURING CARRION.

SPIDER-MAN *OWES* HER AN EXPLANATION--

--NO MATTER HOW *PAINFUL* IT IS FOR ME TO MAKE IT.

THAT'S WHY I LOVE YOU.

SOONER OR LATER, USUALLY SOONER-- YOU ALWAYS DO THE *RIGHT* THING.

IF ONLY YOU WEREN'T SO *HARD* ON YOURSELF IN THE PROCESS.

≥SIGH.≤

YOU DIDN'T EVEN HAVE A CHANCE TO SAMPLE *DESSERT*...

ASTORIA, QUEENS.

RRRUMBLE

PTOOM

...?

THAT NOISE...

MUST HAVE BEEN A CAR *BACKFIRING* DOWN THE STREET.

REALLY, MARTHA, SOMETIMES YOU'RE AS *SKITTISH* AS A CAT ON A FRESHLY WAXED FLOOR. WHAT'S HAPPENED TO YOU?

YOU USED TO BE AS SOLID AS A *ROCK.*

"MOMMA, YOU'VE GOT NERVES OF STAINLESS STEEL."

THAT'S WHAT *MALCOLM* USED TO SAY, BEFORE HE--

--HE--

...

SSSHHSSSH

MARY, MOTHER OF MERCY, PRAY FOR US SINNERS--

YOU NEEDN'T BE AFRAID.

THE RED DUST OF DECAY IS NOT FOR YOU.

BE STRONG, BE STRONG...

...OH, FATHER IN HEAVEN, GIVE ME STRENGTH TO ACCEPT YOUR WILL...

YOUR VOICE, YOUR FACE-- I REMEMBER

FAINTLY, LIKE WHISPERS HEARD IN A DISTANT ROOM.

DON'T YOU KNOW ME, MOMMA?

BREAK THROUGH YOUR FEAR.

YOU USED TO HAVE NERVES OF STAINLESS STEEL...

... MALCOLM?

DON'T TOUCH HIM!

EH?

THWIPP

WHAT ARE YOU TRYING TO DO, KILL HER?

ONE TOUCH FROM YOU--

-- AND SHE'D HAVE SHRIVELED FASTER THAN A BOOK IN A BLAST FURNACE!

KRASH

SPIDER-MAN... WHAT ARE YOU DOING HERE...?

=UHHH=

THE TRUTH? I'M HERE TO TELL YOUR MOTHER HER SON IS A *MONSTER.*

I'VE GOT A FEELING SHE *KNOWS* THAT NOW. NO THANKS TO ME. BUT HOW DID CARRION *GET* HERE? AND *WHY?*

NEVER MIND. THE REASON FOR THINGS DOESN'T INTEREST ME ANYMORE.

WHAM

SON?

REASONS ARE PART OF *LIFE*...

... AND CARRION IS FOREVERMORE A PART OF *DEATH.*

CARRION, IT DOESN'T HAVE TO BE THAT WAY-- NOT *FOREVERMORE*. YOU'RE *SICK*, NOT EVIL.

MAYBE, IF WE TRY *WORKING* TOGETHER--

--WITH YOUR KNOWLEDGE OF *GENETICS*--

MY KNOWLEDGE OF GENETICS IS THAT OF MY CREATOR, *MILES WARREN*--

--AND IT IS SUFFICIENT TO ASSURE ME THERE IS *NO CURE* FOR MY CONDITION.

YO, BOB-- WHAT'S THE DEAL HERE?

LOOK FOR YOURSELF, PHIL.

SALLY AND ME HEARD A *BLAST* OUTSIDE MARTHA Mc BRIDE'S HOUSE--

BOB, I THINK WE SHOULD CALL THE *POLICE*...

YOU CAN'T *BELIEVE* THAT, CARRION!

NOTHING'S *EVER* HOPELESS!

YOU'RE SO *WRONG*, SPIDER-MAN...

CAN'T LET HIM *TOUCH* ME...

WHERE THERE IS NO LIFE, THERE CAN BE *NO HOPE*...

WAITAMINUTE! SPIDER-SENSE TINGLING, DIMLY-- AS IF THROUGH A FOG-- SOMETHING BEHIND ME--

HOBGOBLIN!

MUCH AS I ENJOY A GOOD PHILOSOPHICAL DEBATE, WEB-SPINNER, THE TIME FOR TALK IS AT AN END.

HOBBY'S DEMONIC NATURE-- SABOTAGED MY SPIDER-SENSE-- HAVE TO--

UNNNH!

SPAK

LET ME HAVE HIM, HOBGOBLIN.

NOT YET, MY FRIEND.

FINDING THE WALL-CRAWLER HERE IS A HAPPY SURPRISE.

WE MUST RELISH OUR GOOD FORTUNE.

"ONCE WE'VE MADE THE MOST OF THE OPPORTUNITY SPIDER-MAN'S CAPTURE AFFORDS US...

"...YOU MAY DO WITH HIM WHAT YOU WILL.

"I HAVE BUT ONE REQUEST:

"LET ME WATCH."

TO BE CONTINUED!

NEXT THE CARRION CURE

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THE NON-MUTANT™ SUPER HERO!

the SPECTACULAR SPIDER-MAN

PRISONER OF THE DEADLY DUO..

HOBGOBLIN AND CARRION!

PLUS: SPIDEY'S SECRET IDENTITY EXPOSED?!

Ed Buscema

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

-- WHILE NOT DENYING THE AUTHENTICITY OF THIS INSTANT CAMERA PHOTOGRAPH TAKEN BY AN ONLOOKER--

-- AUTHORITIES REFUSE TO COMMENT ON EVENTS IN THE QUIET RESIDENTIAL NEIGHBORHOOD OF BRIARWOOD, QUEENS EARLIER THIS EVENING.

POLICE BARRICADES PREVENT REPORTERS FROM ENTERING THE AREA--

--SO ALL WE KNOW IS THAT SOME KIND OF DISPUTE OCCURRED INVOLVING SPIDER-MAN AND TWO OTHERS IDENTIFIED AS THE HOBGOBLIN AND CARRION.

ONE FACT IS CERTAIN, HOWEVER:

THE WEBBED ADVENTURER KNOWN AS SPIDER-MAN HAS DISAPPEARED...

PETER, I'M WARNING YOU, IF YOU'RE DEAD--

THE CARRION CURE

GERRY CONWAY SCRIPT * SAL BUSCEMA ART * RICK PARKER LETTERS * BOB SHAREN COLOR * JIM SALICRUP EDITOR * TOM DeFALCO EDITOR IN CHIEF

--I'LL NEVER SPEAK TO YOU AGAIN!

HA-HA!

HA.

WHO'M I KIDDING?

I WORK SO HARD AT BEING UPBEAT AND CAREFREE, SOMETIMES I EVEN FOOL MYSELF... BUT NOT TONIGHT.

TONIGHT MY HUSBAND'S IN TROUBLE-- MAYBE HURT, MAYBE DYING, MAYBE--

NO.

I DON'T BELIEVE HE'S DEAD.

IF PETER WERE DEAD, I'D FEEL IT IN MY GUT.

HE'S NOT DEAD, BUT I CAN TELL HE'S IN TROUBLE--

--AND MARY JANE WATSON-PARKER ISN'T THE SORT OF WOMAN WHO CAN SIT AROUND SNIFFLING WHILE HER MAN FIGHTS FOR HIS LIFE.

KLIK

PETER WENT TO QUEENS TO VISIT MALCOLM McBRIDE'S MOTHER.

HE WANTED TO TELL HER THAT HER *SON* WAS THE VIRUS-CREATED MONSTER KNOWN AS *CARRION*.

PETER DECIDED TO DO THAT BECAUSE OF A TALK *WE* HAD AT DINNER EARLIER TONIGHT.

HE FELT GUILTY BECAUSE HE HADN'T TOLD THE Mc BRIDE FAMILY THE *TRUTH* ABOUT THEIR SON'S DISAPPEARANCE.

SO HE'S IN TROUBLE, PARTLY, BECAUSE OF ME.

Huh?

YO, MRS. P-- I WAS JUST GONNA RING YOUR *BELL*--

I SAID I THOUGHT HE NEEDED TO DEAL WITH THAT UNFINISHED BUSINESS.

Eh?

SAY, WHAT'S THE RUSH? DON'TCHA *REMEMBER* ME--?

NICK KATZENBERG?

I'M A PHOTO-HOUND FOR *THE DAILY BUGLE*, LIKE YOUR HUBBY?

YOU MAY BE A *PHOTOGRAPHER*, MR. KATZENBERG--

-- BUT JUDGING BY WHAT I'VE SEEN OF YOUR WORK, YOU'RE *NOTHING* LIKE MY HUSBAND.

EXCUSE ME, I'M IN A HURRY.

WELL, THAT'S JUST *TOO BAD*.

WHEREVER YOU GOTTA GO, IT'LL WAIT WHILE YOU LOOKIT *THIS*.

UH-HUH.

HAD A FEELIN' THIS'D GET YOUR ATTENTION.

THAT PICTURE -- KATZENBERG MUST'VE TAKEN IT YESTERDAY FROM OUR LOFT SKYLIGHT--

-- WHILE PETER WAS PHOTOGRAPHING A SPECIAL *ADVERTISING LAYOUT* FOR THE *DAILY BUGLE!**

YOU USTA BE A MODEL, SO YOU GOTTA KNOW HOW GOOD YOU LOOK IN PICTURES.

BUT YOUR MAN, PETER -- HE'S A *SURPRISE*, AIN'T HE?

*IN LAST MONTH'S WEB OF SPIDER-MAN #63, PHOTO-FANS. -- JIM

GUY'S REAL *PHOTO-GENIC* -- 'SPECIALLY IN THAT *SPIDER-MAN* SUIT HE'S WEARING.

FOR MONTHS I BEEN WONDERIN' HOW PARKER GETS ALL THOSE EXCLUSIVE *WEB-SPINNER* PICS.

NOW I KNOW.

NOW YOU KNOW *WHAT*, KATZENBERG?

PRETTY *OBVIOUS* DON'TCHA THINK?

HEY, I'M A FAIR GUY.

SO WHY ARE YOU HERE?

I'LL CUT A *DEAL* WITH PARKER...

...OR MAYBE WITH *YOU.*

WHADDAYA SAY WE TALK ABOUT IT... *UPSTAIRS?*

TRY TALKING THROUGH *THIS*, YOU SLIME-SUCKER!

WHAM

GNNGNNGHH

WELL GOOD, YOU'RE FINALLY AWAKE.

FOR A WHILE, I WAS AFRAID MY LITTLE *HOBGOBLIN-BLAST* OUTSIDE THE McBRIDE HOUSE HIT YOU HARDER THAN I INTENDED.

I WANT YOU *DEAD*, OF COURSE--BUT ONLY *EVENTUALLY*.

FIRST WE HAVE TO HAVE OUR *FUN*, CARRION AND I--

--AND THEN THERE'S THE MATTER OF TURNING A HANDSOME *PROFIT* BY OBTAINING A RICH PATRON TO *PAY* FOR YOUR DEMISE.

ANY SUGGESTIONS?

YEAH.

GO SUCK A LEMON, HOBGOBLIN. YOUR BREATH STINKS.

MY, AREN'T WE TESTY.

IF THAT'S THE BEST BANTER YOU CAN MANAGE, *TORMENTING* YOU WON'T BE MUCH FUN AFTER ALL.

SORRY, I'M SUCH A DISAPPOINTMENT, NEEDLE-NOSE.

"NEEDLE-NOSE." TSK.

BEST I COULD DO. I'M KINDA *HUNG UP.*

LET ME HAVE HIM, HOBGOBLIN.

OH, I WILL, CARRION--

--AS SOON AS I ARRANGE TO SELL HIS *CADAVER.*

WHICH SHOULDN'T BE DIFFICULT...

... I ALREADY HAVE A *PROSPECT* IN MIND.

WATCH HIM. THOSE ECTOPLASMIC SHACKLES SHOULD HOLD UNTIL I RETURN--

HURRY.

-- BUT BE *CAREFUL.*

FOR A GUY WHO CLAIMS TO BE *DEAD,* YOU SOUND PRETTY *IMPATIENT,* CARRION.

DEAD?

YES, I MIGHT AS WELL BE DEAD.

FOR ALL THAT I REMEMBER OF MY PAST LIFE... OF MY FAMILY... MY *MOTHER...*

... I MIGHT AS WELL BE THE CORPSE I RESEMBLE.

HMM. APPARENTLY CARRION KNOWS THE *TRUTH* ABOUT HIMSELF NOW.

HE KNOWS HE'S REALLY A YOUNG MAN NAMED MALCOLM McBRIDE--

-- WHO WAS ACCIDENTALLY INFECTED BY THE "CARRION VIRUS" MONTHS AGO. *

I THOUGHT... IF I SAW HER AGAIN... I WOULD REMEMBER MORE...

...THAT SHE MIGHT KNOW ME... AND MAKE ME WHOLE...

...BUT SHE DIDN'T...

* IN SPECTACULAR SPIDER-MAN #147. -- JIM

...AND ALREADY... THE MEMORIES OF THAT PAST LIFE FADE...

DOUBLE HMMM.

ELSEWHERE...

I HATE THIS JOB.

I HATE THIS JOB.

I HATE THIS JOB.

4 Seasons Restaurant

FAST ENOUGH FOR YA, LADY?

YEAH-- HERE'S AN EXTRA TEN FOR THE RUBBER YOU BURNED.

I HATE THIS JOB.

I HATE THIS--

HEY, MISS! YOU CAN'T GO IN THERE DRESSED LIKE THAT!

STOP ME.

...NEVERMIND.

I HATE THIS JOB.

--

...

=*=

THERE YOU ARE.

WHEN I CHECKED AT THE DAILY BUGLE, YOUR SECRETARY SAID I'D FIND YOU HERE.

DID SHE ALSO TELL YOU I PREFER NOT TO BE *INTERRUPTED* WHILE I'M HAVING DINNER?

MAKE AN *APPOINTMENT*, MS. PARKER-- AND I'LL BE HAPPY TO TALK WITH YOU TOMORROW.

YOU'LL TALK WITH ME *NOW*, FIREHEART--

--OR I'LL TELL THIS WHOLE RESTAURANT, AND MAYBE THE ELEVEN O'CLOCK NEWS, THAT THE *BUGLE'S* NEW OWNER, *THOMAS FIREHEART*, IS ALSO THE MERCENARY CALLED *PUMA*.

THAT WOULD BE... INCONVENIENT.

LET'S STEP OUTSIDE.

I ASSUME THIS IS ABOUT YOUR *HUSBAND*, PETER PARKER?

THAT'S RIGHT-- SO WHAT'RE *YOU* GOING TO DO ABOUT IT?

I HEARD BEFORE I LEFT THE *BUGLE* THAT HE'D *DISAPPEARED* IN QUEENS.

WHY SHOULD I DO *ANYTHING*?

BECAUSE YOU CLAIM YOU OWE PETER A *DEBT OF HONOR*.

THAT'S WHY YOU BOUGHT *THE DAILY BUGLE*-- SO YOU COULD RESTORE HIS *REPUTATION*.

IF YOU *OWE* HIM-- *HELP* HIM!

I DON'T THINK YOU UNDERSTAND ME, MS. PARKER.

THE DEBT I OWE YOUR HUSBAND IS *ETHICAL*, NOT *PHYSICAL*.

WHAT ARE YOU TALKING ABOUT? A DEBT IS A DEBT! HIS LIFE'S IN DANGER!

SOME MONTHS AGO, AS A RESULT OF A DISTORTED ARTICLE IN *THE DAILY BUGLE*, I JUDGED YOUR HUSBAND TO BE A *CRIMINAL*.*

*HAPPENED IN WEB OF SPIDER-MAN #50. -- JIM

THAT JUDGMENT WAS IN *ERROR*.

BECAUSE I ATTACKED PARKER PUBLICLY, I DISHONORED *MYSELF*.

BY BUYING THE BUGLE-- AND RESTORING HIS *REPUTATION*--

--I AM RESTORING MY *OWN* SENSE OF HONOR.

BUT WHETHER PETER PARKER LIVES OR DIES IS ENTIRELY *BESIDE THE POINT*.

YOU WANT HIM DEAD.

NO MORE DEBT, NO MORE DISHONOR.

FIREHEART, GET YOURSELF A DICTIONARY.

YOU'LL FIND YOUR PICTURE IN IT UNDER THE WORD "*HYPOCRITE*."

ELSEWHERE, AT A MANSION ON LONG ISLAND...

YOU GOT YOUR NERVE COMIN' HERE, HOBGOBLIN. ≥UNH≤

COUPLE'A DAYS AGO I HIRED YOU TO DO A JOB ON THAT DAILY BUGLE EDITOR, JOE ROBERTSON.* ≥UNH≤

YOU LOUSED UP. ≥UHN≤

ROBERTSON'S STILL ALIVE, AND I LOOK LIKE A CHUMP FOR HANDIN' YOU THE CONTRACT. ≥UHN≤

*IN SPECTACULAR SPIDER-MAN #161.-- JIM

I TOLD YOU, HAMMER-HEAD --I WOULD'VE KILLED JOE ROBERTSON EASILY, BUT I WAS INTERRUPTED--

--FIRST BY PUMA, THEN BY SPIDER-MAN--

YEAH, SO YOU SAY. ≥UHN≤

YOU ALSO SAY YOU AND CARRION CAUGHT THE WEB-SPINNER-- ≥UHN≤

--AND NOW YOU WANT ME TO PAY ≥UNH≤ TA HAVE HIM KILLED. ≥UNH≤

POW!

YOU MUST THINK I'M SOME KINDA STUPID.

NO THOUGHT COULD BE FARTHER FROM MY MIND--

--YOU UNMITIGATED MORON.

OOOO.

AS ONE OF NEW YORK'S THREE *CRIME LORDS*, YOU WERE A LOGICAL CHOICE TO APPROACH WITH THIS... PROPOSAL.

YEAH.

TELL YA WHAT, 'GOB. BRING ME THE SPIDER'S HEAD ON A PLATE.

THEN WE'LL TALK *MONEY*.

FAIR ENOUGH. I'LL BE BACK.

BUT THE TIME WILL COME, HAMMERHEAD-- AND SOON--

--WHEN YOU'LL *REGRET* THE WAY YOU TREATED ME TODAY.

I HEARD YOU TWO TALKING ABOUT JOE ROBERTSON, BOSS.

I TOLD YOU... ROBERTSON'S AN OLD FRIEND OF MINE.

UH-HUH.

THANKS TO THAT "OLD FRIEND," TOMBSTONE, YOU'RE A *FEDERAL FUGITIVE*. I'M DOIN' YOU A *FAVOR*, PUTTIN' A CONTRACT ON THE CREEP.

I DON'T ASK FOR FAVORS.

CONSIDER IT AN EMPLOYEE *FRINGE BENEFIT*-- AND *SHUT UP*.

YA DON'T UNDERSTAND.

NOBODY HURTS MY PAL ROBBIE. *NOBODY*.

UNLESS IT'S *ME*.

ELSEWHERE, BENEATH THE CITY STREETS...

SKREEE

SKREE

SKREE

SKREEEK

THE TOUCH OF DEATH. NICE.

BE QUIET.

WHAT WOULD YOUR MOTHER SAY IF SHE COULD SEE YOU NOW, CARRION?

BE QUIET.

YOU'RE NOT HER SON ANYMORE.

BE QUIET.

YOU'RE SOME KIND OF FREAK..

--SO FULL OF DECAY AND DEATH YOU REPEL ANYTHING ORGANIC-- EVEN THE EARTH ITSELF.

BE QUIET.

YOU'RE A MONSTER, CARRION.

YOU'RE SUCH A MONSTER, YOU DON'T EVEN REMEMBER WHAT YOU'VE LOST AND LEFT BEHIND.

BE QUIET.

AND YOU'RE TOO SCARED TO FIND OUT.

BE QUIET!

SPOFF

BINGO!

HOBGOBLIN'S ECTOPLASMIC SHACKLES WERE TOO STRONG FOR ME TO BREAK EVEN USING MY SPIDER-STRENGTH --

-- BUT WITH A LITTLE UNINTENDED HELP FROM CARRION AND HIS DUST OF DECAY--

KRAK

-- I'M FINALLY BACK IN THE GAME!

KRUNCH

SORRY I HAD TO TAUNT YOU, MALCOLM.

BUT YOU'VE GOTTA SEE, IT WAS THE ONLY WAY I COULD --

MALCOLM McBRIDE IS DEAD!

ONLY CARRION EXISTS -- AND CARRION IS DEATH INCARNATE!

THAT DOESN'T HAVE TO BE TRUE, MALCOLM!

MAYBE THERE'S A CURE--

THERE IS NO CURE, NO REDEMPTION. I AM WHAT I AM FOREVER.

YOU CAN NO MORE ALTER THAT REALITY THAN YOU CAN CATCH ME WITH YOUR WEBBING.

FFFT

I KNOW-- YOUR BODY REPELS ANYTHING ORGANIC-- LIKE MY WEB-LINE.

BUT I WASN'T AIMING AT YOUR BODY, CARRION

TWANG

CRACK

EH?

CRASH

I WAS AIMING AT THE ROOF!

WHEW! I PULLED DOWN MORE THAN I EXPECTED!

BAD ENOUGH I HAD TO CALL HIM A *FREAK*-- I NEVER MEANT TO SERIOUSLY *HURT* THE GUY--!

I BETTER DIG HIM OUT BEFORE--

UH-OH!

NEVER ALLY YOURSELF WITH *AMATEURS*, SPIDER-MAN.

THEY'RE TOO *IMPULSIVE* AND *EMOTIONAL*.

I TOLD CARRION TO WAIT. I TOLD HIM TO BE *CAREFUL*. BUT WOULD HE *LISTEN* TO ME?

OH, NO.

NOW I'LL JUST HAVE TO KILL YOU *MYSELF*.

YNNGH

ELSEWHERE, ABOVE...

BOY, OH, BOY. THAT'S SOME HOLE.

STILL NO IDEA WHAT CAUSED THE CAVE-IN?

WHADDA I LOOK LIKE, A GEOLOGIST?

ALL WE KNOW, TWO HOURS AGO THERE WAS A MANHOLE HERE. NOW THE PAVEMENT'S FALLIN' APART--LIKE IT WAS ROTTING AWAY.

EXCUSE ME, OFFICER--

-- I'M LOOKING FOR MARTHA McBRIDE.

SORRY, LADY. THE STREET'S SEALED OFF.

NOBODY'S ALLOWED IN-- EH?

BDOOM

YOU HEAR THAT? SOUNDED LIKE AN EXPLOSION DOWN THERE!

GOOD! EVERYONE'S LOOKING AT THE CAVE-IN!

NOW'S MY CHANCE...

...THOUGH WHAT GOOD THIS WILL DO, I'M NOT SURE.

I JUST NEED TO DO SOMETHING, FOR PETER'S SAKE.

MRS. McBRIDE?

Y-YES? WHO ARE YOU-- ANOTHER REPORTER? WHAT DO YOU WANT?

I'M NOT A REPORTER, MRS. McBRIDE. I'M HERE BECAUSE...

BECAUSE... LIKE YOU... SOMEONE I LOVE IS IN TROUBLE.

ELSEWHERE, BELOW...

SLOT

YOWW!

THANKS TO HOBGOBLIN'S DEMONIC NATURE, MY SPIDER-SENSE IS PRACTICALLY USELESS!

AND SOMEHOW, HOBBY MUST GUESS HE'S GOT THE UPPER HAND--

--'CAUSE HE'S TOYING WITH ME LIKE A CAT PLAYING PATTYCAKE WITH A MOUSE!

ISN'T THIS FUN?

HIDE AND SEEK IS MY FAVORITE GAME.

ESPECIALLY WHEN YOU DON'T HAVE A CHANCE TO HIDE!

YEP, THERE IT IS AGAIN--ANOTHER EXPLOSION!

HOPE IT ISN'T A GAS LEAK.

BOOM

THERE AIN'T ENOUGH OVERTIME AND HAZARD PAY IN THE WORLD TO MAKE ME--

-- UH-OH!

THOOM

UHH

GOTTA CATCH MY BREATH--

--STOP THE SPINNING--

--GETTAGRIP--

WELL. MUCH AS I'VE ENJOYED OUR TIME TOGETHER, ALL GOOD THINGS COME TO AN END--

--AND WE'VE REACHED YOURS.

MY GOD--

--THAT SOUNDED LIKE AN *EXPLOSION*-- --RIGHT OUTSIDE--!

COULD IT BE MY BOY *MALCOLM*?

MRS. McBRIDE, I CAME HERE HOPING YOUR CONNECTION TO *CARRYON* COULD HELP ME SAVE THE MAN I LOVE.

YOU WANT TO HELP YOUR SON,

MAYBE WE CAN HELP EACH OTHER...

C'MON!

DON'T JUST *DANGLE* THERE, SPIDER-MAN-- SAY SOMETHING PITIFUL.

WHEN I BLAST YOU WITH THIS *PUMPKIN BOMB*, YOU WON'T HAVE *TIME* TO SCREAM OR BEG.

YOU MIGHT AS WELL DO IT NOW.

Y'KNOW, HOBBY... YOU'RE ONE SICK GOBLIN...

THAT ISN'T MALCOLM-- THAT ISN'T MY SON--

SPIDER-MAN!

JUMP! GET OUT OF THERE! HE'S GONNA *KILL* YOU!

MARY JANE? WHAT'RE YOU... DOING HERE?

YOU SHOULDN'T BE... OH, MY GOD..

...BEHIND YOU...

...CARRION...

EH?

WHAT DO YOU THINK YOU'RE DOING?

YOU'RE TOO WEAK TO ESCAPE-- YOU CAN'T HOPE TO--

OH. I SEE.

YOU'RE TRYING TO PROTECT THOSE TWO WOMEN FROM CARRION'S TOUCH OF DEATH.

HOW NOBLE.

HOW UTTERLY PATHETIC AND FUTILE.

AFTER ALL, MY PUMPKIN BOMB CAN KILL THREE AS EASILY AS ONE.

AND YOUR CORPSE IS WORTH THE SAME FEE TO ME--

--WHETHER YOU DIE ALONE OR WITH COMPANY..

EH?

CARRION! FOOL! GET OUT OF THE WAY! THE BOMB--

SPROOM

W-WHAT HAPPENED?

CARRION BLOCKED HOBGOBLIN'S PUMPKIN BOMB--

-- AND THE HEAT FROM THE EXPLOSION--

-- MUST'VE IGNITED A GAS LEAK IN THE SEWER.

LOOKIT THAT-- THE WHOLE SEWER CAVED IN--

WHY DID HE DO IT?

DO YOU THINK CARRION WANTED TO SHIELD US?

NOT US, MARY JANE.

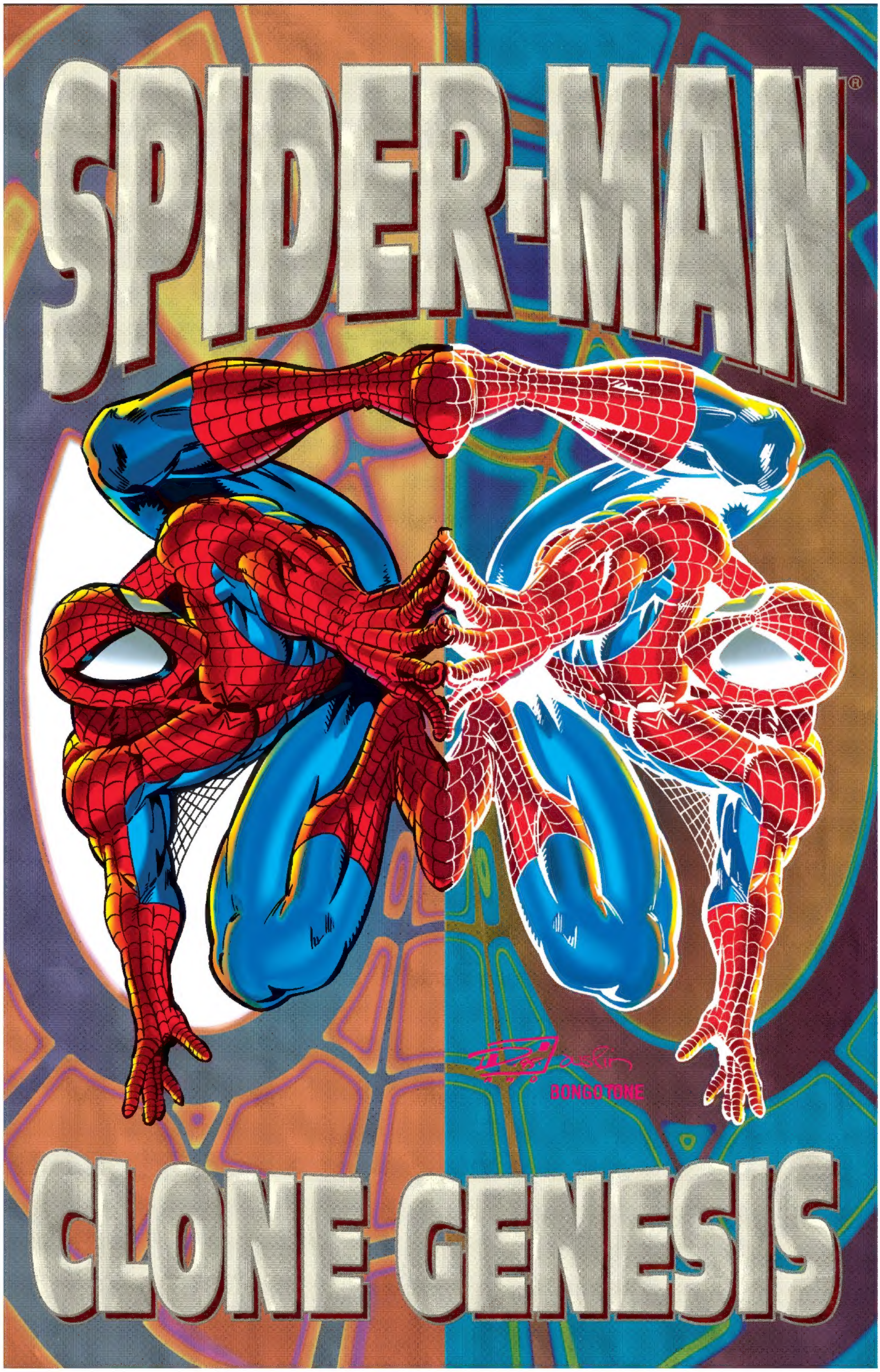
NOT YOU AND ME.

IT LOOKS LIKE MALCOLM McBRIDE FOUND HIS OWN "CARRION CURE:"

THE ONLY MEDICINE THAT CAN EVER HEAL DEATH... A SELFLESS LOVE.

THE END

SPIDER-MAN: CLONE GENESIS TPB COVER BY DARICK ROBERTSON, TERRY AUSTIN & BONGOTONE



REMEMBER THE GOOD OLD DAYS WHEN SPIDEY'S LIFE WASN'T VERY COMPLICATED?

When evil scientists like the Jackal sought to destroy him? When Gwen Stacy showed up on his doorstep, suddenly alive? When a morning spin in the Spider-Mobile was interrupted by an attack from Mysterio? When Carrion sought to strangle the life out of him time and again? See the original clone saga unravel as Spider-Man tries to keep up!

Collecting *Amazing Spider-Man #139-150; Giant-Size Spider-Man #5;* and *Peter Parker, the Spectacular Spider-Man (1976) #25-31, #149, #162-163* and *Annual #8*—written by Gerry Conway, Archie Goodwin and Bill Mantlo; and illustrated by Ross Andru, Gil Kane, Jim Mooney, Frank Miller, Frank Springer, Sal Buscema and Mark Bagley.

MARVEL A

ZONE